

**Company Number: 05950172**

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

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**Memorandum  
and  
Articles of Association  
of  
EEF Limited**

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**Company Number: 05950172**

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum of Association**

**of**

**EEF Limited**

**Name**

1. The name of the company is EEF Limited. In this Memorandum and the company's Articles of Association it is called "the Company".

**Registered office**

2. The registered office of the Company is situated in England and Wales.

**Objects**

3. The objects of the Company are:
  - 3.1 To promote and further the interests of Members generally and to protect and defend those interests;
  - 3.2 To represent the interests of Members in the human resource, economic, legal and any other spheres of business activity locally, regionally, nationally and internationally;
  - 3.3 To provide information, advice, assistance, training and other services to Members and other clients on all matters related to human resources and the economic, legal and any other spheres of business activity;
  - 3.4 To regulate, where deemed appropriate, relations between Members, their employees and trade unions;
  - 3.5 To act jointly or in cooperation with other bodies locally, regionally, nationally and internationally in furtherance of the objects of the Company;
  - 3.6 To do all such things as are, in the opinion of the board of directors incidental or conducive to the attainment of the above objects or any of them; and
  - 3.7 To carry on business as a general commercial company.

## **Powers**

4. The Company may do all such lawful things as may further the Company's objects and as may be carried out by a general commercial company.

## **Limited liability**

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during their membership or within one year afterwards:
  - 6.1 for payment of the debts and liabilities of the Company contracted before they ceased to be a Member;
  - 6.2 for the costs, charges and expenses of winding up;
  - 6.3 for the adjustment of the rights of the contributories among themselves.

## **Winding up**

7. If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied, such amount shall be applied to any purpose which is exclusively charitable in all parts of the United Kingdom and which benefits the engineering and manufacturing sectors in the United Kingdom. The organisation or organisations to benefit shall be decided by the directors at the time of winding up or dissolution.

## **Definitions and Changes**

8. Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Company unless the context otherwise requires.
9. Changes may be made to this memorandum in accordance with the Companies Acts.

We, the subscriber to this Memorandum, wish to be formed into a company in accordance with this Memorandum

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**Signature, Name and Address of Subscriber**

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		Guarantee
1.	Name: Andrew Studd	£1
	Address: Bates Wells & Braithwaite	
	2 – 6 Cannon Street	
	London EC4M 6YH	
	Date: 4 September 2006	
	Witness: Soiya Gecaga	
	Address: Bates Wells & Braithwaite	
	2 – 6 Cannon Street	
	London EC4M 6YH	
	Date: 4 September 2006	

**Company Number: 05950172**

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

**Articles of Association**

**of**

**EEF Limited**

**Interpretation**

1. In these Articles and the Memorandum the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
1.1 <b>“address”</b>	includes a number or address used for the purposes of sending or receiving documents by electronic means;
1.2 <b>“Articles”</b>	these Articles of Association of the Company;
1.3 <b>“Board”</b>	means the board of Directors of the Company as a whole;
1.4 <b>“circulation date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5 <b>“clear days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6 <b>“Companies Acts”</b>	has the meaning given to it in section 2 of the Companies Act 2006;
1.7 <b>“Company”</b>	EEF Limited;
1.8 <b>“Co-opted Director”</b>	a person that the Board in their absolute discretion shall nominate to the Board to act as a Director pursuant to Articles 23 and 24;

1.9	<b>“Director” and “Directors”</b>	the director and directors as defined in the Companies Acts;
1.10	<b>“electronic form” and “electronic means”</b>	have the meanings respectively given to them in the Companies Act 2006;
1.11	<b>“Executive Director”</b>	means the Chief Executive Officer, Finance Director and no more than one other senior employee of the Company that the Board in their absolute discretion shall nominate;
1.12	<b>“hard copy” and “hard copy form”</b>	have the meanings respectively given to them in the Companies Act 2006;
1.13	<b>“Member Director”</b>	a director appointed as a representative of the Members;
1.14	<b>“Members”</b>	means a member or members of the Company for the purposes of company law;
1.15	<b>“Memorandum”</b>	the Memorandum of Association of the Company;
1.16	<b>“Operations Board”</b>	means the board established to manage the business of the Company on a day to day basis consisting of, amongst others, the Executive Directors;
1.17	<b>“Person”</b>	means any individual, firm, corporation, unincorporated association, body or partnership;
1.18	<b>“Secretary”</b>	the secretary of the Company (if any);
1.19	<b>“Subscription”</b>	an amount determined by the Board pursuant to Article 9.2 payable annually by a Member in respect of its membership of the Company;
1.20	<b>“Subsidiary Company”</b>	any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; and
1.21	<b>“the Unincorporated Association, EEF”</b>	means the Unincorporated Association, EEF, created pursuant to an Instrument of Amalgamation registered by the

Certification Officer on 1<sup>st</sup> October 2008.

2. In these Articles and the Memorandum:
  - 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Company.
  - 2.2 Subject to Article 2.1, any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

## **Members**

3. The members of the Unincorporated Association, EEF, and such other persons as are admitted to membership by the Directors in accordance with the Articles shall be the Members of the Company. The names of the Members of the Company shall be entered in the Register of Members.
4. Every person who wishes to become a Member shall apply to the Company in such form as the Directors require. The Directors shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a Member and need not give reasons for so doing.
5. The Directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as Members. Members shall be employers.
6. If a person becomes a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative shall be entered in the Register of Members. Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body shall be entitled to replace the Member who is its representative with another person by giving notice to the Company and without it being necessary for the outgoing Member to give notice or the incoming Member to complete an application form.
7. Every corporate Member shall appoint an individual to represent it at general meetings of the Company held in accordance with the Companies Acts and the name of such representative and the fact that he or she is the representative of such Member shall be noted in the Register of Members. A corporate Member shall be able to replace its representative with another individual by giving notice to the Company.
8. Subject to Article 6, membership shall not be transferable. A Member shall cease to be a Member:
  - 8.1 on the expiry of at least six calendar months notice given by it to the Company of its intention to withdraw; or
  - 8.2 if any Subscription or other sum payable by the Member to the Company is not paid on the due date and the Directors resolve that the Member shall be removed from membership. The Directors may re-admit to membership any person who ceases to

be a Member on this ground on their paying such reasonable sum as the Directors may determine;

- 8.3 if it makes any arrangement or composition with its creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
- 8.4 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the Member be expelled on the ground that its continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A Member expelled by such a resolution shall nevertheless remain liable to pay to the Company any Subscription or other sum owed by it.
- 9.1 Subject to the Companies Acts, the Directors may establish such classes or categories of membership as they think fit but such categories of membership shall not constitute classes of membership with different class rights for the purposes of the Companies Act 2006.
- 9.2 The Directors may at their discretion levy Subscriptions on Members of the Company at such rate(s) as they shall decide and may levy Subscriptions at different rates on different classes or categories of Members.
- 9.3 Any Subscription levied on a Member shall remain payable by the Member during the period of notice referred to in Article 8.1.
- 9.4 Notwithstanding Article 8.2, in the event of the non payment of any Subscription by a Member by the due date the Directors shall be entitled to suspend delivery of any services or suspend any membership benefits in respect of that Member until the Subscription is paid.

#### **Associate Members and Associated Bodies**

- 10.1 The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a Subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make provided that no such associate members shall be Members of the Company for the purposes of the Articles or the Companies Acts.
- 10.2 The first associate members shall be the Engineering Construction Industry Association, Engineering Employers' Federation Northern Ireland Association and Scottish Engineering which shall be admitted as associate members and referred to as "Associated Bodies" on such terms as may be determined by the Directors in their absolute discretion and may likewise be removed from such status.

## **Directors and Board**

### *Number of Directors*

11. There shall be not less than ten and not more than eighteen Directors who make up the Board.
12. There shall be three categories of Director:
  - 12.1 Member Directors;
  - 12.2 Executive Directors; and
  - 12.3 Co-opted Directors.
13. The Member Directors shall at all times constitute a majority in number of the Board. There shall not be more than three (3) Executive Directors. Co-opted Directors shall never constitute more than 30% (thirty per cent.) of the total number of Directors.

### *Appointment, retirement, removal and disqualification of Directors*

14. On the adoption of these Articles and prior to the first annual general meeting held following the adoption of these Articles, the Member Directors shall be those persons nominated to perform such role, one such person being nominated by each of the amalgamating associations which combine to form the Unincorporated Association, EEF. For the purposes of these Articles and in particular Article 18, these Directors shall be called the “**Initial Member Directors**”. The Initial Member Directors shall all retire from office at the first annual general meeting following the adoption of these Articles but shall be eligible for re-election. The Board shall determine as amongst the Initial Member Directors who shall be first to retire from office at the next following annual general meeting and whether such person shall be eligible to stand for re-election. Such determination shall be by agreement or by lot.
15. Subject to Article 14 at every annual general meeting one-third of the Directors who are subject to retirement by rotation, or the number nearest to one-third, shall retire from office. If there is only one Director who is subject to retirement by rotation, he or she shall retire. The Executive Directors shall not be subject to retirement by rotation.
16. Subject to the Companies Acts, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
17. Subject to Article 18, if the Company at the meeting at which a Director retires by rotation does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
18. A Director (other than an Executive Director or an Initial Member Director or the Chairman) who has served for two consecutive terms of office (a term of office being

the period between elections pursuant to Article 15) must take a break from office and may not be reappointed until the earlier of:

- 18.1 the anniversary of the commencement of his or her break from office; and
- 18.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.
- 18.3 An Initial Member Director may serve up to three terms with the consent of the Board.
19. No person may be appointed as a Director:
  - 19.1 unless he or she has attained the age of 18 years; or
  - 19.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.
20. No person other than a Director retiring by rotation shall be appointed or reappointed as a Director at any general meeting unless:
  - 20.1 he or she is recommended by the Directors; or
  - 20.2 at least 14 but not more than 35 clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his or her willingness to be appointed or reappointed.
21. At least seven but not more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Member Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Member Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of Directors.
22. Subject to the above Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also decide the rotation in which any additional Directors are to retire.
23. Subject to the above Articles, the Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number or proportions of Directors to exceed any number or proportions fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining

the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.

24. The Directors shall appoint the Executive Directors for such term of office and on such conditions as they shall decide and may likewise remove such Director. The Directors may appoint a Co-opted Director pursuant to Article 23 on such conditions as they shall decide but such person shall, if reappointed, be subject to the provisions of Articles 15 to 20 above.
25. Subject to the above Articles, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
26. The office of a Director shall be vacated if:
  - 26.1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director;
  - 26.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - 26.3 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
  - 26.4 he or she resigns by notice to the Company;
  - 26.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
  - 26.6 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views; or
  - 26.7 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors.

### ***Powers of Directors***

27. Subject to the Companies Acts, the Memorandum and the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

28. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors or of summoning a general meeting of the Company.
29. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
30. Subject to the Articles the Directors may regulate their proceedings as they think fit.

#### ***Chairman***

31. The Directors may appoint one of their number to be the chairman of the Directors on such terms and conditions as they may think fit and may at any time remove him or her from that office. The Chairman shall be subject to retirement by rotation in accordance with Article 15 but while he is chairman shall not be limited to the term set out in Article 18.

#### **President, Vice Presidents and Honorary Officers**

32. The Directors may appoint and remove any individual(s) as President, Vice Presidents and Honorary Officers (by whatever name called) of the Company and on such terms as they shall think fit. Such persons need not be Members. A President, Vice Presidents and Honorary Officers shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a Member and shall also have the right to receive accounts of the Company when available to Members. Such persons shall not be directors.

#### ***Delegation of Directors' powers***

33. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
34. The Directors may delegate any of their powers or functions or the implementation of any of their resolutions and the day to day management of the affairs of the Company to any person or committee or council in accordance with the conditions set out in these Articles. Such committee or council may be at a national, regional or local level.
  - 34.1 The Directors shall establish the following committees and shall determine their terms of reference:
    - 34.1.1 Nomination and Remuneration Committee; and
    - 34.1.2 Audit Committee; and
    - 34.1.3 Investment Committee.
  - 34.2 The Directors shall establish regional councils on such terms of reference and with such titles as they may from time to time see fit. The regional councils will act in

an advisory capacity but shall have no right to bind the Directors or the Company or to fetter the Directors' power to manage the business of the Company.

***Delegation to committees***

35. In the case of delegation to committees:
- 35.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 35.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
  - 35.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary;
  - 35.4 all delegations under this Article shall be variable or revocable at any time;
  - 35.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
  - 35.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
36. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
37. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

***Delegation of day to day management powers***

38. The day to day management of the Company may be delegated to an Operations Board to be chaired by a chief executive officer or other senior manager or managers. In such circumstances:
- 38.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
  - 38.2 the Directors shall provide the Operations Board with a description of their role and the extent of their authority; and

38.3 the Operations Board shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company.

## **Members' Meetings**

### ***Annual general meetings of the Members***

39. The Company shall hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

### ***Other general meetings of the Members***

40. The Directors may call a general meeting at any time. The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the Companies Acts.

### ***Length of notice for Members meetings***

40.1 Unless Article 40.2 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.

40.2 A general meeting may be called by shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights eligible to vote at that meeting.

### ***Contents of notice***

41. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the Member of its rights to appoint another person as its proxy at a general meeting.

### ***Service of notice***

42. Notice of general meetings shall be given in accordance with Articles 85 to 90 to every Member, to the Directors, to any President, Vice Presidents and Honorary Officers (by whatever name called) and to the auditors of the Company.

### ***Quorum for Members meetings***

43. No business shall be transacted at any general meeting unless a quorum is present. Thirty (30) persons entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member or a duly authorised representative of a corporate Member) shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors

may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### *Attendance*

44. A Director may, even if not a Member, attend and speak at any general meeting.

### *Chairman*

45. The chairman of the Directors or in his or her absence some other Director nominated by the Directors present at the general meeting shall preside as chairman of the general meeting. If no Director is willing to act as chairman, or if no Director is present, the Members present and entitled to vote shall choose one of their number to be chairman save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chairman.

### *Adjournment*

46. The chairman may, with the consent of a general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### *Poll*

47. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
- 47.1 by the chairman; or
  - 47.2 by any person who, by virtue of being appointed proxy for one or more Members entitled to attend and vote at the meeting, holds two or more votes; or
  - 47.3 by at least two Members present in person or by proxy and having the right to vote at the meeting; or
  - 47.4 by a Member or Members present in person or by proxy representing at least one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
48. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

49. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
50. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
51. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
52. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### ***Votes***

53. On a show of hands every Member present in person or by proxy shall have one vote. On a poll every Member present in person or by proxy shall have one vote for each £1 of Subscription payable by the Member. The Subscription shall be determined from time to time by the Directors in accordance with Article 9.
54. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and binding.

#### ***Proxies***

55. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

EEF Limited

Name of Member appointing the proxy:

Address:

I/We hereby appoint *[[name of proxy] of [address of proxy]]\* OR [the chairman of the meeting]\** (\*delete as appropriate) as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Company to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

<b>Resolution No 1</b>	<b>*for</b>	<b>*against</b>
<b>Resolution No 2</b>	<b>*for</b>	<b>*against</b>
<b>All other resolutions properly put to the meeting</b>	<b>*for</b>	<b>*against</b>

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed: .....

Dated: .....”

56. Unless the appointment of a proxy indicates otherwise, it must be treated as:
- 56.1 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
  - 56.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
57. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Directors shall:
- 57.1 in the case of an instrument in writing, be deposited at the registered office of the Company or at such other place within the United Kingdom specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 57.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
    - 57.2.1 in the notice convening the meeting, or
    - 57.2.2 in any instrument of proxy sent out by the Company in relation to the meeting, or
    - 57.2.3 in any invitation to appoint a proxy issued by the Company in relation to the meeting which is sent by electronic means,  
  
be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - 57.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

57.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary (if any) or to any Director;

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

58. A proxy for a Member who is entered on the Register of Members as being a representative of an unincorporated association or body may be appointed either by the Member or by the unincorporated association or body.

59. A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office of the Company or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

60. An appointment of a proxy may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a Member in person at a meeting automatically revokes any appointment by that Member of a proxy.

#### ***Remote attendance at general meetings***

61. The Company may make arrangements for Members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes on line.

#### ***Written resolutions***

62. Subject to Article 64, a written resolution of the Company passed in accordance with these Articles shall have effect as if passed by the Company in general meeting.

62.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members as if voting on a poll.

62.2 A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members as if voting on a poll. A written resolution is not a special resolution unless it states that it was proposed as special resolution.

62.3 In relation to a resolution proposed as a written resolution of the Company the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.

63. A Members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
64. A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Companies Acts.
65. A Member signifies their agreement to a proposed written resolution when the Company receives from it an authenticated document identifying the resolution to which it relates and indicating its agreement to the resolution.
- 65.1 If the document is sent to the Company in hard copy form, it is authenticated if it is signed by a duly authorised representative of the Member.
- 65.2 If the document is sent to the Company by electronic means, it is authenticated if it is signed by a duly authorised representative of the Member or if it is from an email address specified by the Member to the Company for the purposes of receiving documents or information by electronic means.
66. A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
67. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

## **Directors' meetings**

### *Notice*

68. Two Directors may (and the Secretary, if any, shall at the request of two Directors) call a Directors' meeting.
69. A Directors' meeting shall be called by at least seven clear days' notice unless either:-
  - 69.1 all the Directors agree; or
  - 69.2 urgent circumstances require shorter notice.
70. Notice of Directors' meetings shall be given to each Director.
71. Every notice calling a Directors' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
72. Notice of Directors' meetings shall be given in accordance with Articles 85 to 90.

### *Quorum*

73. The quorum for Directors' meetings may be fixed by the Directors and, unless so fixed, shall be seven and provided that a majority of the Directors present shall always be Member Directors.

#### ***Chairman***

74. The chairman, if any, of the Directors or in his or her absence another Director nominated by the Directors present shall preside as chairman of each Directors' meeting.

#### ***Decision making by Directors at meetings***

75. Questions arising at a Directors' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

#### ***Virtual meetings***

76. A Directors' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.

#### ***Decisions without a meeting***

77. The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing.
78. The Directors may take a majority decision without holding a Directors' meeting if:
- 78.1 a Director has become aware of a matter on which the Directors need to take a decision; and
- 78.2 that Director has made the other Directors aware of the matter and the need for a decision; and
- 78.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 78.4 a majority of the Directors indicate their agreement by any means to a particular decision on that matter.

#### ***Conflicts of interest***

79. Whenever a Director has a personal interest in a matter to be discussed at a meeting (whether a general meeting or a Directors' meeting) or in relation to which a decision is proposed to be made in accordance with Article 77 or 78, or whenever a Director has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting

(whether a general meeting or a Directors' meeting) or in accordance with Article 77 or 78, he or she must:

- 79.1 declare an interest before discussion begins on the matter;
- 79.2 withdraw from that part of the meeting unless expressly invited to remain (or decline to participate in any discussion on the matter unless expressly invited to do so);
- 79.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and
- 79.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

### **Register of Directors' interests**

- 80. The Directors shall cause a register of Directors' interests to be kept.

### **Irregularities**

- 81. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

## **General**

### ***Secretary***

- 82. Prior to section 270 of the Companies Act 2006 coming into force a Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If and when section 270 of the Companies Act 2006 comes into force a Secretary need not be but may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
  - 82.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
  - 82.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that regard by the Directors.

### ***Minutes***

- 83. The Directors shall cause minutes to be made in books kept for the purpose:
  - 83.1 of all appointments of Directors or officers made by the Directors;

- 83.2 of all resolutions of the Company and of the Directors; and
- 83.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any Member or Director of the Company, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

### ***Records and accounts***

84. The Directors shall comply with the requirements of the Companies Acts and for such time as the Company is registered as an employers association by the Certification Officer, the Trade Union and Labour Relations (Consolidation) Act 1992, as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and/or the Certification Officer of:

- 84.1 annual reports;
- 84.2 annual returns; and
- 84.3 annual statements of account.

### ***Communications by and to the Company***

85. Subject to the provisions of the Companies Acts and these Articles:

85.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Company) by making it available on a designated website;

85.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

85.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

86. Any document or information (including any notice) sent to a Member under the Articles may be sent to the Member's postal address as shown in the Company's register of Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Member, provided that:

- 86.1 a Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company; and
- 86.2 the Company is not required to send notice of a general meeting or a copy of its annual report and accounts to a Member for whom it no longer has a valid address.
87. Any document to be served on the Company or on any officer of the Company under the Articles may only be served:
- 87.1 in the case of documents in hard copy form, by sending or delivering them to the Company's registered office or delivering them personally to the officer in question; or
- 87.2 in the case of documents in electronic form, by sending them by electronic means:
- 87.2.1 to an address notified to the Members for that purpose; and
- 87.2.2 from an address previously notified to the Company by the Member (other than by electronic means) for the purpose of sending and receiving documents and information.
88. A Member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
89. Where a document or information is sent or supplied under the Articles:
- 89.1 where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;
- 89.2 where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed;
- 89.3 where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
- 89.3.1 the material is first made available on the website; or
- 89.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
90. Where any document or information has been sent or supplied by the Company by electronic means and the Company receives notice that the message is undeliverable:

- 90.1 if the document or information has been sent to a Member and is notice of a general meeting of the Company or a copy of the annual report and accounts of the Company, the Company is under no obligation to send a hard copy of the document or information to the Member's postal address as shown in the Company's register of Members, but may in its discretion choose to do so; and
- 90.2 in all other cases, the Company will send a hard copy of the document or information to the Member's postal address as shown in the Company's register of Members, or in the case of a recipient who is not a Member, to the last known postal address for that person.
- 90.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

### ***Indemnity***

91. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

### ***Winding-up***

92. The provisions of clauses 6 and 7 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles.
93. These Articles of association may be changed by resolution of the Members passed in accordance with these Articles by the appropriate majority specified in the Companies Act.

### ***Regulations***

94. The Directors shall have power from time to time to make, repeal or alter regulations as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business of the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law.

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**Names and Addresses of Subscribers**

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1.     Name:         Andrew Studd
- Address:    Bates Wells & Braithwaite
- 2 – 6 Cannon Street
- London EC4M 6YH
- Date:        4 September 2006
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- Witness:    Soiya Gecaga
- Address:    Bates Wells & Braithwaite
- 2 – 6 Cannon Street
- London EC4M 6YH
- Date:        4 September 2006