

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

A.E.M.T. LIMITED (the Association)

Incorporated the 26th day of July 1945

COMPANY NUMBER: 397289

Management Briefing Document.

Articles of Association Index:

1. Definitions and Interpretation:

This area gives the meanings and definitions of words and phrases in the context of the articles of association of the AEMT Ltd. with reference to the Model Articles in Schedule 2 of the Companies (Model articles) Regulations 2008 (SI 2008/3229)

2. Objects:

This section covers in detail the objects for which the association was established, and covers its areas of interest and methods it may use to achieve its objectives.

3. Powers

This section outlines the powers that the Association may use to achieve its objectives. It includes the power to purchase of property, take out loans, investments, advances, lobbying, expenses, contracts, open bank accounts etc.

4. Income

This section stipulates how any income raised may be used by the Association. Income may only be used to fulfil the objects of the association as stipulated in Section 2 above.

5. Winding up.

This section stipulates how any assets or property is to be distributed in case of winding up or the dissolution of the Association. They shall not be distributed to members but transferred to another body with objects similar to those of the association.

6. Guarantee.

This section covers the extent of the guarantee that each member has in the event of the association being wound up. This is limited to £5 whilst he is a member or within a year of ceasing membership if contracted before he ceased to be a member.

7. Directors and Management

The board of Directors known as the AEMT Council

Unless otherwise determined at an AGM the number of Directors will not be less than 3 or more than 25. (7.2)

The council will consist of the officers:

The President, Vice Presidents (maximum of 2), Treasurer, Past President.

The Chairmen of any regional committees.

Associates Chairman.

Other Elected Full and International Members

Other elected Associate members, who should be less than 50% of the council membership including their chairman.

Any other co-opted members to fill a position until endorsed at the following AGM.

The maximum number of directors from any one company must not exceed three on council at any one time.

- A director will cease to be a director if he is no longer employed by the member company that he worked for.
- If that company goes into administration, liquidation, or makes an arrangement with its creditors. (7.13.1)
- If he moves to another company, his suitability to become a director with his new employer may be considered by the board of Directors.
- At the AGM one third of the board (excluding officers) will retire by rotation. If eligible for a second term, and supported by council, they may stand for re-election. (7.14)

The officer's term of office is for one year, but they may be re-elected for a second term of office, but not a third term in the same position. (7.25)

The Past President will retire from council once his term of office is completed and the retiring President is able to take his place. (7.25)

Council may vote that the immediate Past President be re-elected to a new term on the board of directors, subject to normal re-election periods.

Secretary/secretariat to be appointed by the board on such terms, length of service, and remuneration, as agreed and contracted. (7.26)

The President may sit ex officio on all committees and sub committees set up by the board (7.27).

The Honorary Treasurer should keep the board advised on the financial administration of the association. (7.28)

8. Unanimous Decisions:

Is where all the directors are in agreement with a decision at a properly held meeting with a quorum present at the meeting.

9. Calling a directors meeting (council meeting)

Notice of at least 14 business days to be given before a council meeting.

10. Quorum for Directors meetings

A quorum for the transaction of business is 50% of the council members (directors) of the association. Where a quorum is not present any decisions requiring a quorum may be circulated to all directors eligible to vote digitally or otherwise after the meeting for response within a given timescale.

11. Casting vote.

The chairman of the meeting has a casting vote if votes for and against are equal and he is eligible to vote.

12. Directors conflict of interest.

Any conflicts of interest must be declared if it is in breach of the Companies Act 2006, Section 175. In certain circumstances these conflicts of interest may be authorised by a vote at a meeting, after discussion about the conflicts of interest with regard to the resolution/s to be voted on.

13. Records of Decisions to be kept.

A record of all decisions made should be recorded in a permanent legible format.

14. Death or Bankruptcy of sole member director.

Applies if the last surviving member dies or becomes bankrupt.

15. Change of Company name

May be made in accordance with the companies act.

16. Application for membership.

Procedures for applying for membership of the association.

Types of membership.

Termination or suspension of membership.

17. Transfer of membership.

Transfer of membership due to change of ownership, reconstruction, change of name, to be approved by council.

18. Meetings of members

Requirements for holding an Annual General meeting (AGM) or General meeting of members.

Notice of at least 21 days before the meeting.

At least one AGM annually, within 15 months of the previous AGM.

A quorum at an AGM or General meeting shall be representatives from at least 10 member companies to include full members, associate members, or international members.

Any business affecting the Articles of Association or other matters of importance should be circulated for a vote of all eligible members after/before a meeting.

19. Votes of members.

Full, Associate, and International Members have full voting rights for one representative.

Allied, Hazardous Area, Honorary Members, and Friends of the AEMT do not normally have a vote, unless the chairman of the meeting stipulates that they may vote on a particular resolution for guidance purposes only.

The chairman of the meeting may also stipulate that additional representatives from members may vote if the vote is for guidance purposes.

20. Poll votes.

A Poll of all members may be taken before or after a meeting. These may be used where changes to The Articles of Association are to be voted on.

21. Proxies.

Details of Proxy voting as per the Companies Act.

22. Regional and International Structure of the Organisation.

Details of Regional and International Committees.

The Regional chairmen are elected for a two year term, they are not eligible to stand for a second term.

There may also be up to two vice chairman per region.

23. Means of Communication to be used.

Basically Email, digitally, courier or post.

24. Accounts

Accounts to be kept and presented to the members annually. The accounts, balance sheet, and auditors report to be presented at the AGM.

Cheques to be signed by two signatories above £250. Signatories currently the President, Treasurer, and Secretary.

Any non-budgeted items above an agreed limit to be approved by council.

25. Audit

Auditors to be appointed as per the requirements of the Companies Act.

An audit to be carried out once per year.

An audit committee consisting of the finance committee, plus one member who is not on council, should meet with the auditors before the AGM to discuss the latest accounts.

The non-director is elected for a term of two years, and may stand for a maximum of two terms, but will not be eligible for a third term.

26. Indemnity and Insurance

Officers should be indemnified by the association for any costs involved whilst carrying out the requirements of the association.