

No. 71798

THE COMPANIES ACTS 1862 – 1967 and 1985 and 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM**

and

**ARTICLES OF ASSOCIATION**

of

**BRITISH COMPRESSED GASES ASSOCIATION**

(Memorandum of Association as amended 20 April 2007  
Articles of Association as adopted by Special Resolution passed 20 April 2007)

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**BRITISH COMPRESSED GASES ASSOCIATION**  
(as amended by Special Resolution passed 20 April 2007)

- 1 The name of the Company (hereinafter called "the Association") is "**British Compressed Gases Association**".
- 2 The registered office of the Association shall be situate in England.
- 3 The objects for which the Association is established ("the Objects") are to promote and develop the interests and advancement of the industrial gases industry including without limitation the manufacture, separation, distribution, supply and handling of industrial gases of all kinds for any purpose whatsoever and all kinds of tanks, cylinders, pipeline systems and valves used in connection therewith

And in furtherance of the Objects but not further or otherwise, to do all or any of the following things:

- (1) To represent the members' interests in matters of national and European Union legislation and negotiate with and make representations to Government Departments, any of the European Union and their organisations, local, public or other authorities, corporate bodies or any other organisations, associations, bodies or persons on any matters affecting the interests of the members or the activities of the industrial gases industry.
- (2) To promote, sponsor and organise research in all matters relating to the Objects, and to undertake, make, supervise, or assist in the making of experiments, test and all kinds of research work.
- (3) To establish, form, equip and maintain laboratories, workshops, buildings and plant for the purpose of research, development and of scientific work in connection with the Objects.

- (4) To raise and provide sums for any of the Objects and for payment to any person or persons, body or corporation in connection therewith, and in particular to use the funds of the Association in the employment of persons of learning or skill and the provision and use of buildings and of instruments, materials and appliances, and of any of the equipment of the Association for any form of scientific studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the Objects.
- (5) So far as permitted by law, to promote and establish standard practices relating to the Objects, and to seek official recognition of such standard practices where appropriate.
- (6) To undertake, supervise or encourage the technical education of persons who are engaged, or likely to be engaged, in the Objects, and to run instruction courses (including courses organised with other bodies), and to provide assistance to educational establishments for such purpose.
- (7) To enter into any arrangement with the European Union or any supra national or international body or any Government authority, supreme, dependant, municipal, local or otherwise, and to obtain from the European Union or any such supra national or international body or any such Government authority any rights, concessions, privileges and permissions that may seem conducive to the Objects or any of them.
- (8) To cause to be written and printed or otherwise reproduced in any media, and circulated in any media (including without limitation periodicals, magazines, books, leaflets, films, videos, recorded tapes, compressed disks, digital video disks or other media yet to be invented in respect of any matter of interest to the Association and/or its members.
- (9) To retain or employ skilled professional or technical advisers or workers in connection with the Objects and to pay therefore such fees or remunerations as may be thought to be expedient.
- (10) To apply to the European Union, Government or any public or private body or any person for, and to accept, grants of money and land, or other assistance, and to comply with the terms attached thereto so far as the same shall be constituent with the Objects.
- (11) To establish, promote, amalgamate with, or become a member of, or affiliated to, or subscribe to, any society, association or institution with objects similar to those of the Association, and to correspond, communicate and co-operate with any such society, association or institution with a view to the pursuit of common objects and the enabling of exchange of ideas with the same object.
- (12) To establish and support, or aid in the establishment and support of, associations, institutions, funds, trusts including any non-contributory or contributory pension or superannuation funds and conveniences calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons and to grant pensions, donations, gratuities or emoluments and allowances to and to make payments towards insurances of such persons, and to subscribe or guarantee

money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

- (13) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and to operate bank accounts.
- (14) To pay all expenses preliminary or incidental to the formation of the Association and its registration.
- (15) To purchase, take on by lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of or in connection with its Objects, and to construct, erect, maintain, improve and alter any buildings or erections necessary or convenient for or in connection with the work of the Association.
- (16) To manage, sell, let, demise, mortgage, dispose of or turn to account or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its Objects.
- (17) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its Objects.
- (18) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations as securities of the Association or by mortgage or charge on all or any part of the property of the Association.
- (19) To invest and deal with the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being imposed or required by law.
- (20) To establish and support or aid in the establishment and support of any association or institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of the Association or calculated to further its Objects.
- (21) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (22) To carry on any or all other activities tending to benefit the industry of the production, application and distribution of gases or kindred substances as a whole.
- (23) To provide indemnity insurance to cover the liability of the Members of Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of Council knew to be a

breach of trust or breach of duty or which was committed by the Members of Council in reckless disregard of whether it was a breach of trust or breach of duty or not Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Members of Council in their capacity as Members of Council of the Association.

- (24) To do all such other things as may be deemed incidental or conducive to the attainment of the Objects of any of the powers given to the Association by the Companies Act 1985 (as amended, or any later re-enactment) or this clause.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The Association's Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) None of the provisions set forth in any sub-clause of this clause 3 shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause 3, or by reference to or inference from the name of the Association.

- 4 The income and property of the Association shall be applied solely towards the promotion of its Objects 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 Members of the Association and no Council Member of the Association shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:

- (1) of the usual professional charges for business done by any Council Member who is a solicitor, accountant, or other person engaged in a profession or by any partner of his or hers, when instructed by the Association to act in a professional capacity on its behalf; provided that at no time shall a majority of the Members of the Council benefit under this provision and that a Member of Council shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration to any Member, officer or servant of the Association (not being a Member of Council) for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Association;
- (3) of interest on money lent by a Member of the Association or Member of Council at a

rate per annum not exceeding five per cent per annum;

- (4) to any Member of Council of reasonable out-of-pocket expenses;
- (5) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Association or a Member of Council may be a member holding not more than one hundredth part of the capital of such company;
- (6) of reasonable and proper rent for premises demised or let by any Member of the Association or any Member of Council.
- (7) of any premium in respect of any indemnity insurance to cover the liability of the Members of Council and officers who by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association;
- (8) of any reasonable remuneration to any Member of Council in respect of his or her employment as the Managing Director, Executive Director, Chief Executive or having equivalent title and responsibilities, by the Association notwithstanding that he or she is a Member of Council, provided that:
  - (A) such Member of Council withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment or the appointment, remuneration or other terms of employment of any other employee or employees which might affect the Members of Council being discussed; and
  - (B) only one Member of Council may be remunerated at any time.

5 The liability of the 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 afterwards, for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses for winding up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.

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 if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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.

8 The fourth clause of this Memorandum is a condition on which an exemption is granted to the Association in pursuance of section 30 of the Companies Act 1985.

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**

**Witness**

Charles Bingham  
11 Queen Victoria Street  
London EC  
*Engineer*

R H Geddes Jellard  
11 Queen Victoria Street  
London EC  
*Clerk*

Jas R Fawkner  
81 Chancery Lane  
London EC  
*Engineer*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

E F Andrews (Messrs Andrew and Davis)  
Cardiff  
*Merchant*

Claude Marcel  
17 The Parade  
Cardiff  
*Correspondent*

J F Stuart (Imperial S C Acetylene Gas Co Ltd)  
33 King Street  
Manchester  
*Managing Director*

J E Burgess  
Bussage  
Stroud

Charles Stewart Forbes (Forbes Acetylene Gas Co)  
Regent Street  
Kensal Green  
London W  
*Gentleman*

Rowland Leigh  
41 Montpelier Square  
London  
*Barrister-at-Law*

Herbert E Bill (The Bon Accord Acetylene Gas Co)  
Aberdeen  
*Manager*

J E Chrystal  
20 Esslemont Avenue  
Aberdeen  
*Cashier*

F W Harker  
1a Shacklewell Lane  
Hackney E  
*Engineer*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

C Hoddle  
135 Victoria Street  
Westminster SW  
*Engineer*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Washington Hume  
11 Ironmonger Lane  
London EC  
*Engineer*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Jules Petitpierre (Messrs Hannarns Ltd.)  
Peninsular House  
Monument Street  
London EC  
*Merchant*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

L Thurnauer (Messrs Falk Stadelmann and Co)  
Peninsular House  
Monument Street  
London EC  
*Engineer*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Louis Wiener  
1 Fore Street  
London EC  
*Merchant*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

F G Worth (The Acetylene Illuminating Co Ltd)  
3 Victoria Street  
Westminster SW  
*Managing Director*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Dated 21<sup>st</sup> October 1901



No : 71798

The Companies Acts 1862 – 1967 and 1985 - 1989

Company Limited By Guarantee And Not Having A Share Capital

**ARTICLES OF ASSOCIATION**

of

**BRITISH COMPRESSED GASES ASSOCIATION**

(As adopted by Special Resolution passed 20 April 2007)

Incorporated on the 6<sup>th</sup> day of November 1901

ROBINSONS SOLICITORS  
10-11 ST. JAMES' COURT  
FRIAR GATE  
DERBY  
DE1 1BT

## **ARTICLES OF ASSOCIATION**

**of**

### **BRITISH COMPRESSED GASES ASSOCIATION**

(as adopted by Special Resolution passed 20 April 2007)

#### **Interpretation**

1 In these Articles:

'ACT' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

'ARTICLES' means these Articles of Association of the Association

'CLEAR DAYS' in relation to the period of a notice means 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

'CORPORATION' includes without limitation any body corporate

'COUNCIL' the Council of Management of the Association, having the same meaning as Board in the Act

'EXECUTED' includes any mode of execution

'MEMBER OF COUNCIL' and 'COUNCIL MEMBER' a member of the Council of Management, having the same meaning as Director as defined in the Act

'OFFICE' means the registered office of the Association

'THE SEAL' means the common seal of the Association

'SECRETARY' means the Secretary of the Association appointed by the Council, or any other person appointed to perform the duties of Secretary of the Association, including any joint, assistant or deputy secretary

'THE UNITED KINGDOM' means Great Britain and Northern Ireland. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

Words importing the singular number shall include the plural number and vice versa, words importing one gender shall include all genders, persons shall include corporations, and the headings are inserted for convenience only and shall not affect the construction of these

Articles.

## **Members**

2.1 The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association. No person shall be admitted a member of the Association unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him.

2.2 Every person who wishes to become a member shall apply for membership in one of the following classes of membership only:

(i) **EU Member**

a person carrying on business as defined in Article 2.3 below in one or more of the member states for the time being of the EU. Any person who ceases at any time to meet the foregoing requirement shall automatically cease to be a member of the Association. Each EU member shall have one vote at general meetings of the Association.

(ii) **Non EU Member**

a person carrying on business as defined in Article 2.3 below outside of the EU for the time being. Any person who ceases at any time to meet the foregoing requirement shall automatically cease to be a member of the Association. Each Non EU Member shall have one vote at general meetings of the Association.

(iii) **Associate Member**

a person carrying on business as defined in Article 2.3 below. Each Associate Member shall not be a Member of the Association for the purposes of the Act but may attend general meetings of the Association and shall not have a vote.

2.3 Persons engaged in all or any of the following businesses shall be eligible for membership:

- (a) the manufacture, separation, compression, liquefaction and solidification of gases or kindred substances including acetylene, argon, ammonia, carbon dioxide, chlorine, hydrogen, helium, oxygen, petroleum gases and nitrogen, or any combinations thereof, by any process;
- (b) the distribution and application of any such gases, substances and combinations for any purpose (medical, industrial, scientific or otherwise);
- (c) the design and manufacture of containers, including cylinders, pressure vessels and evaporators for use in connection with any such gases, substances or combinations;
- (d) the design and manufacture of apparatus and appliances of all kinds used, or capable of being used, in the consumption of any such gases, substances or combinations;
- (e) the design and construction of plant for the manufacture, separation, compression, liquefaction, solidification and/or distribution, including piped systems and vehicles, of such gases,

substances or combinations;

- (f) the selling or servicing of equipment, containers, installations or vehicles in any of the businesses referred to in Article 2.3 (a) to (e) above;
- (g) the provision of expert information, advice and training in any of the businesses referred to in Article 2.3 (a) to (e) above.

2.4 Every person applying for membership and renewal of membership shall supply to the Secretary such information as the Council may from time to time require:

2.4.1 to determine eligibility for membership;

2.4.2 to determine the level of subscription payable; and

2.4.31 the number of votes to which the person would be entitled on a subscription weighted poll.

3.1 A member may at any time give written notice in writing to the Association to withdraw from the Association ("Notice"). Notice takes effect on receipt by the Association. The member's membership terminates at the end of the calendar year in which the Notice is given. A member shall be liable for and pay to the Association its membership subscription in full for the calendar year in which it resigns. Any member who gives Notice on or after 30<sup>th</sup> June in any year shall also be liable to pay a full year's subscription to the Association in respect of the next calendar year. No refunds of subscriptions are allowed except in the case of termination under clause 4.1 when the unexpired portion of the subscription will be refunded.

3.2 Where membership subscription is overdue for more than 3 calendar months it shall bear interest at the rate of 3% over the base rate of National Westminster Bank plc from the due date for payment until date of actual payment (both dates inclusive).

3.3 Membership shall not be transferable and shall cease on death or in the case of a partnership upon the dissolution of the partnership or in the case of a body corporate on its becoming insolvent or upon an effective resolution being passed or made for its liquidation, or a receiver or administrator being appointed over a substantial part of its assets.

4.1 The Council may also at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the Council or a committee of the Council.

4.2 Notwithstanding the generality of clause 4.1 and without limitation thereto grounds for termination by the Council shall include but not limited to non-payment or persistent late payment of membership subscriptions and other monies due and payable to the Association, conviction by a Court or fine by a regulatory body for an offence that may in the Council's sole opinion adversely affect the goodwill and reputation of the Association, acts in breach of the Articles or by-laws, or acts contrary to the aims and objects of the Association.

## **Purposes**

5 The Association is established for the purposes expressed in the Memorandum of Association.

## **Subscriptions**

6 All members shall make such payments annually or otherwise to the Association by way of subscription, levy or other such means and at such rates and times and in such a manner as may from time to time be decided upon by the Council. The Council may determine different categories of subscription having regard to the turnover of the member, and such categories shall also apply in the event of subscription weighted polls.

7 Members shall, if so required, furnish in confidence to the Secretary from time to time such details as the Association may reasonably require, in order to determine the amount of any subscription, levy or other monies payable by such a member.

## **General meetings**

8 The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting in each year shall be held at such time and place as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9.1 The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Association may call a general meeting.

9.2 Any three members may require the Council to circulate a resolution for consideration at the next annual general meeting of the Association and if so require it to be considered on a subscription weighted poll.

## **Notice of general meetings**

10 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Council and auditors.

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

### **Proceedings at general meetings**

12 No business shall be transacted at any meeting unless a quorum is present. Five persons from the classes of membership 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 Corporation, shall be a quorum.

13 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Council may determine.

14 The President, if any, of the Council or in his absence some other Council Member nominated by the Council shall preside as chairman of the meeting, but if neither the President nor such other Council Member (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.

15 If no Council Member is willing to act as chairman, or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman. A Council Member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

16 The chairman may, with the consent of a 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 meeting is adjourned for 14 days or more, at least 7 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.

17 A resolution put to the vote of a 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 or the resolution has been put forward on the basis that it is decided on a subscription weighted poll. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

18 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.

19 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.

20 A poll shall be taken as the chairman directs and he 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.

21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

22 A poll demanded on the election of a 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 other 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.

23 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 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

24 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

### **Votes of members**

25.1 On a show of hands every member who (being an individual) is present in person or (being a Corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. On a poll every member present in person or by proxy or by corporate representative shall have one vote except in the case of subscription weighted polls.

25.2 On a subscription weighted poll members shall have the number of votes as are set opposite the subscription band to which they are then categorised namely:

<b>Band</b>	<b>Votes</b>
A	1
B	3
C	5
D	10

26 A member in respect of whom an order has been made by any court having jurisdiction

(whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

27 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 conclusive.

28 An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

I/We of

being a member/members of the above-named Association, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Association to be held on 20 and at any adjournment thereof.

Signed on 20 .

29 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

I/We of

being a member/members of the above-named Association, hereby appoint

of or failing him

of

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Association, to be held on 20 , and at an adjournment thereof.



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

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

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

Signed this            day of            20 .

30     The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

- (a)     be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b)     in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c)     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 or to any director;

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

31.1    In the case of a Corporation, a director or its secretary is deemed to be a duly authorised representative for the purpose of Section 375 of the Act.

31.2    In the case of any unincorporated body its Chairman or its Secretary is deemed to be a duly authorised representative for the purpose of Section 375 of the Act.

31.3    A vote given or poll demanded by proxy or by the duly authorised representative of a Corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited 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.

### **Number of Council Members**

32.1    Members of Council shall be appointed as provided in the Articles.

32.2 The minimum number of Members of Council shall not be less than three nor more than 15.

32.3.1 Of the Members of Council, the Council shall:

nominate:

- (a) the President for a two year term,
- (b) Vice-Presidents, and
- (c) the Treasurer

and appoint the Executive Director

32.3.2 At the date these Articles come into force the Members of Council shall consist of those individuals who served under the above categories for the Association immediately before these Articles came into force.

32.4 The nominations of President, Vice President(s) and Treasurer are subject to confirmation at the next Annual General Meeting when such appointments shall take effect.

32.5 The President shall be the Chairman of the Association and the Council.

### **Powers of Council**

33.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Council who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council.

33.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of the powers under the Articles the Council shall have the following powers, namely:

- (a) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to extend the proceeds of any such sale in furtherance of the objects of the Association;
- (b) to enter into contracts on behalf of the Association
- (c) to bring before any general meeting any matters which they consider material to the objects of the Association and make any recommendation they consider relevant with regard to the Association
- (d) to take cognisance of any matter which may be brought before them affecting the Association or any of its Members

34 The Council may make such Bye-Laws as may be necessary for regulating the nomination, election and retirement of Council Members, the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the Association, the appointment of its own meetings, the proper supervision and use of funds of the Association and the regulation of the Council and the Committees and affairs of the Association provided they be not repugnant to or inconsistent with the terms of these Articles. The Council may at any time and from time to time revoke or alter any of the said Bye-Laws Provided that this shall not authorise the making, revoking or altering of any Bye-Laws without a Special Resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without Special Resolution.

35 The Council may by resolution delegate any of their powers to any committee consisting of two or more Council Members and at least one other person. The Council may also by resolution delegate to the Executive Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Council so far as they are capable of applying.

#### **Appointment and retirement of Council Members**

36 Members of Council shall not be required to retire by rotation.

37 Notwithstanding the provisions of Article 36, if the President wishes to serve a second two year term as President he shall not less than 28 Clear Days before the next general meeting give notice in writing of such wish and offer himself for re-election and if so re-elected serve for another 2 years from the date of such resolution but shall not be eligible for further re-election as President.

38 The Association may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member.

39 The Council may appoint a person who is willing to act to be a Council Member, either to fill a vacancy or as an additional Council Member, provided that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with the Articles as the maximum number of Council Members.

#### **Disqualification and removal of Council Members**

40 The office of a Council Member shall be vacated if:

- (a) he ceases to be a Council Member by virtue of any provision of the Act (or any statutory modification or re-enactment thereof); or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Association (but only if at least three Members of Council will remain in office when the notice of resignation is to take effect); or
- (e) he shall for more than 6 consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated; or
- (f) he (being the Executive Director of the Association) ceases for any reason to be its Executive Director.

### **Remuneration of Council Members**

41 The provisions of the Memorandum of Association as to the remuneration of Members of Council shall apply.

### **Council Members' expenses**

42 The Members of Council may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committee of the Council or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration except to the extent permitted by clause 4 of the Memorandum of Association.

### **Council Members' appointments and interests**

43 Subject to the provisions of the Act and of the Memorandum of Association, the Council may appoint one of their number to the remunerated office of Executive Director of the Association and may enter into an agreement or arrangement with such person for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a Council Member. Any appointment of a Council Member to an executive office shall terminate if he ceases to be a Council Member.

44 Except to the extent permitted by Clause 4 of the Memorandum no Council Member shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Council Member in any other contract to which the Association is a party.

45 For the purposes of regulation 44:

- (a) a general notice given to the Council that a Council Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council Member has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a Council Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **Proceedings of Council**

46 A meeting of the Council shall be held not less than twice in each year. Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. A Council Member may, and the Secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.

47 The quorum for the transaction of the business of the Council shall be four. However, no business may be considered at a meeting of the Council if it wholly concerns one class of membership except at the request of those members and should take no action affecting the interests of that class of member if the Association has been informed that such action would be prejudicial to its interests.

48 Unless the President is unwilling to chair a meeting, he shall preside at every meeting of Council at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the Vice-Chairman (if present) shall preside failing which the Council Members present may appoint one of their number to be chairman of the meeting.

49 Subject always to Article 48, the President shall hold office as Chairman until the close of the Annual General Meeting following his expiry of appointment. At the first meeting of Council to be held after such Annual General Meeting the Council shall appoint one of their number to be President as provided in Article 32.3.1.

50 All acts done by a meeting of the Council, or of a committee of the Council, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.

51 A resolution in writing signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more Council Members.

52 Save as otherwise provided by the Articles, a Council Member shall not vote at a meeting of the Council or of a committee of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the

Association or any of its subsidiaries;

- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the Council Members has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the H M Revenue & Customs for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a Council Member shall be treated as an interest of the Council Member and, in relation to an alternate Council Member, an interest of his appointor shall be treated as an interest of the alternate Council Member without prejudice to any interest which the alternate Council Member has otherwise.

53 A Council Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

54 The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Council Member from voting at a Council meeting or of a committee of the Council.

55 Where proposals are under consideration concerning the appointment of two or more Council Member to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Council Member separately and (provided he is not for another reason precluded from voting) each of the Council Member concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

56 If a question arises at a Council meeting or of a committee of the Council as to the right of a Council Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council Member other than himself shall be final and conclusive.

57 The Council may appoint such committees (whether standing or otherwise) as they consider necessary to advise or assist them in carrying out any of the objects of the Association. Each such committee shall include at least one Council Member. The Council may, if necessary, provide for the annual election of any such committee and may dissolve or vary the constitution of any such committee as they think fit. The Council may, in particular, appoint any two or more of their number to be a sub-committee to advise them on any particular business or object or to enquire into any matter upon which they consider it advisable to have information and grant to such sub-committees such

powers as may be deemed necessary, including power to co-opt any member of the Association (whether a member of the Council or not).

- 58
- (a) Any Council Member may in writing to the Council appoint any person who is either a Council Member or permanently employed manager of a Member to be his alternate Council Member to act in his place at any meeting of the Council at which he is unable to be present. Every alternate Council Member shall be entitled to notice of meetings of the Council and to vote thereat as a Council Member when the person appointing him is not personally present.
  - (b) A Council Member may at any time in writing to the Council revoke the appointment of an alternate Council Member appointed by him.
  - (c) An alternate Council Member shall be entitled to reimbursement of all travelling and other expenses in accordance with Article 44 whilst he shall be acting as an alternate Council Member.

### **Electronic Meetings**

59.1 Notice of any meeting of the Council may be given by telephone, video conference or by computer via electronic mail on the internet or world wide web ("e-mail"). The contemporaneous linking together by telephone, video conference or via e-mail of a number of the Council Members being not less than the quorum and the company secretary shall be deemed to constitute a meeting of the Council wherever in the world they are, so long as:

59.1.1 none of the Council Members are absent from the meeting except only as to any of them who the chairman may have consented before the meeting may be absent therefrom;

59.1.2 the Council Members who are present at and throughout the meeting subject as hereinafter mentioned constitute a quorum;

59.1.3 at the commencement of the meeting each Council Member acknowledges the presence thereof to all the other Council Members taking part;

59.1.4 each of the Council members taking part and the company secretary are able to hear or in the case of e-mail are connected on the line with each other of them subject as hereinafter mentioned throughout the meeting;

59.1.5 the Council Members present at the commencement of the meeting do not leave the meeting by disconnecting, but the meeting shall be deemed to have been conducted validly notwithstanding accidental disconnection during the meeting and the proceedings thereof shall be deemed to be as valid as if there had not been any disconnection,

59.1.6 and a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the chairman and the company secretary.

### **Secretary**

60 Subject to the provisions of the Act, the Council shall appoint a Secretary of the Association for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so

appointed may be removed by them.

### **Minutes**

61 The Council shall cause minutes to be made into books kept for the purpose:

- (a) of all appointments of officers made by the Council; and
- (b) of all proceedings at meetings of the Association, and of the Council, and of committees of the Council, including the names of the Council Members present at each such meeting.

### **The seal**

62 The Seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the Secretary or by two Council Members.

### **Executive Director**

63.1 Notwithstanding any other provision of the Articles the Executive Director shall be responsible for the day to day execution and administration of all policies and decisions made by the Council.

63.2 The Executive Director shall also be responsible for:

63.2.1 the day to day conduct of the Association

63.2.2 the selection and management of all employees of the Association; and

63.2.3 the day to day administration of the premises from which the Association operates.

### **Accounts**

64 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by ordinary resolution of the Association.

### **Notices**

65.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this Regulation and the next three “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

65.2 The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or



by giving it using electronic communications to an address for the time being notified to the Association by a member. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, 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 Association.

65.3 A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

65.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### **Winding up**

66 On the winding-up and dissolution of the Association the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

### **Indemnity**

67 Subject to the provisions of the Act but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

68 The Council shall have power to purchase and maintain for any Committee Member such insurance as is permitted by clause 3(29) of the Memorandum of Association.

**Names, addresses, and descriptions of subscribers**

Charles Bingham  
11 Queen Victoria Street  
London EC  
*Engineer*

Jas R Fawkner  
81 Chancery Lane  
London EC  
*Engineer*

E F Andrews (Messrs Andrew and Davis)  
Cardiff  
*Merchant*

J F Stuart (Imperial S C Acetylene Gas Co Ltd)  
33 King Street  
Manchester  
*Managing Director*

Charles Stewart Forbes (Forbes Acetylene Gas Co)  
Regent Street  
Kensal Green  
London W  
*Gentleman*

Herbert E Bill (The Bon Accord Acetylene Gas Co)  
Aberdeen  
*Manager*

F W Harker  
1a Shacklewell Lane  
Hackney E  
*Engineer*

C Hoddle  
135 Victoria Street  
Westminster SW  
*Engineer*

Washington Hume  
11 Ironmonger Lane  
London EC  
*Engineer*

Jules Petitpierre (Messrs Hannarns Ltd.)  
Peninsular House

**Witness**

R H Geddes Jellard  
11 Queen Victoria Street  
London EC  
*Clerk*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Claude Marcel  
17 The Parade  
Cardiff  
*Correspondent*

J E Burgess  
Bussage  
Stroud

Rowland Leigh  
41 Montpelier Square  
London  
*Barrister-at-Law*

J E Chrystal  
20 Esslemont Avenue  
Aberdeen  
*Cashier*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Lacey Downes  
11 Ironmonger Lane

Monument Street  
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*Merchant*

London EC  
*Secretary*

L Thurnauer (Messrs Falk Stadelmann and Co)  
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London EC  
*Engineer*

Lacey Downes  
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*Secretary*

Louis Wiener  
1 Fore Street  
London EC  
*Merchant*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

F G Worth (The Acetylene Illuminating Co Ltd)  
3 Victoria Street  
Westminster SW  
*Managing Director*

Lacey Downes  
11 Ironmonger Lane  
London EC  
*Secretary*

Dated 21<sup>st</sup> October 1901