

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Company Number: 6936735

ARTICLES OF ASSOCIATION

OF

BRITISH PUMP MANUFACTURERS ASSOCIATION LIMITED

(Adopted by a Special Resolution passed on 16 November 2011)

(Amended by a Special Resolution passed on 22 November 2012)

(Amended by a Special Resolution passed on 20 November 2014)

1. INTERPRETATION

Defined Terms

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

“The Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Association;

“Annual General Meeting” has the meaning given in Article 12.1;

“Associate Member” means a member who supplies services to or works with a Full Member by way of example and without limitation being industry journals, technology centres and consultants;

“The Association” means British Pump Manufacturers Association Limited;

“The Board” means the board of management of the Association described at Article 11;

“President” has the meaning given in Article 11.2;

“Chief Executive” means the Chief Executive of the Association in office;

“clear days” has the meaning given in section 360 of Companies Act 2006;

“Council” means the Council of the Association;

“Full Member” means a Member being a manufacturer, contractor, distributor, importer or repairer of industrial pumps which shall include a wholly owned subsidiary of a foreign company provided that such company has an investment in buildings and plants in the United Kingdom or the Republic of Ireland. It also

means a Member being a supplier to pump companies such as manufacturers of bearings, seals, couplings, motors, components, software (pump specific) etc.

“General Meeting” means an Annual General Meeting or a Special General meeting;

“Industry” means the pump industry;

“Member” means those persons operating in the United Kingdom or the Republic of Ireland who are for the time being members of the Association;

“Membership Fee” means annual fees charged to all Members;

“month” means calendar month;

“notice” includes all communications whether by post, fax, email or other electronic format;

“Office” means the registered office of the Association;

“person” includes firms, companies and corporations;

“Special General Meeting” means any meeting of Members other than the Annual General Meeting pursuant to Article 12;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Words importing the singular number only include the plural number and vice versa;

Words importing the masculine gender include the feminine gender.

These Articles shall be construed with reference to the provisions of the Act and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.

2. NAME

The name of the Association shall be **British Pump Manufacturers Association Limited**.

3. OBJECTS

3.1 The objects for which the Association is established are to do any or all of the following things to the extent allowable by law and to observe and comply with such laws as may be applicable in the pursuit of such objects:-

3.1.2 To promote cooperation and coordination between those engaged in the Industry.

3.1.3 To cooperate with other trade associations, both in the United Kingdom and overseas, having similar or corresponding interests and objectives.

3.1.4 To protect and further the interests of the Industry and promote the welfare of its members generally.

3.1.5 To make representations to Government departments and authorities, whether international, national or local, on matters affecting members on any of these.

3.1.6 To provide or engage in activities of the foregoing objectives.

3.1.7 To do any and all things as are in the opinion of the Association incidental or conducive to the attainment of any or all of the above objectives.

4. INCOME AND PROPERTY

The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association as set out in these Articles. Subject to Article 21.3 no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members provided that nothing herein shall prevent the payment of reasonable and proper remuneration to any servant of the Association and the reasonable expenses and/or honoraria to officers or members of the committees of the Association nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member.

5. LIABILITY OF MEMBERS

5.1 The liability of the Members is limited.

5.2 Every Member undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member or within six months of his ceasing to be Member provided that such liability shall not exceed £1.

6. MEMBERS

The number of Members is unlimited.

7. OFFICE

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

8. MEMBERSHIP

8.1 Any person desiring to be admitted as a Member must satisfy the criteria for being either a Full Member or an Associate Member as contained

within the definitions of those terms at Article 1. In addition the Council before admitting any person as a Member of the Association shall satisfy itself that the person is of good character and repute and a fit and proper person to be admitted to membership. The Council may grant or refuse application for membership however the Council operates an open and transparent application assessment process and an application appeals procedure exists for use by the applicant or person representing the applicant.

- 8.2 Every such person as shall have been duly admitted to membership and remains a Member at the date of adoption of these Articles and such other persons who may be elected by the Council upon a majority decision in accordance with the regulations for the time being of the Association from time to time and no other person may be a Member .
- 8.3 The Association shall consist of Full Members and Associate Members.
- 8.4 A Member may retire from the Association by giving six months' clear notice in writing. On expiry of such notice such Member shall forfeit all benefit and interest in the funds of the Association as from that date, but shall be liable for the annual Membership Fee due for the Association's financial year in which the resignation becomes effective.
- 8.5 Any Member who becomes bankrupt or goes into liquidation or makes a voluntary arrangement as defined in the Insolvency Act 1986, shall immediately cease to be a member of the Association.
- 8.6 The Council may resolve by a majority decision that any Member guilty of dishonourable, improper or unprofessional conduct or if the Member's continued association with the Association is deemed for any cause to be undesirable be no longer a Member. Such Member shall be given reasonable notice of the meeting at which the resolution is to be considered and a reasonable opportunity of attending such meeting and of being heard in its own defence.

9. RIGHTS OF MEMBERS

- 9.1 A Member shall be entitled only to those rights and privileges which, by these Articles or by rules or regulations made by the Council in accordance with these Articles are attached to the particular class to which he belongs. Such rights and privileges shall not be transferable or transmissible.
- 9.2 Every Member in good standing shall be entitled to receive the proceedings of the Association including the publication, and other papers prepared by or under the authority of the Association when printed for circulation, to use such facilities as the Association may from time to time provide, to take part in discussions and to attend lectures and demonstrations organised or given by or under the auspices of the Association for the benefit of Members generally in all such cases on such terms and subject to such rules and regulations as may from time to time be made by the Council.
- 9.3 Every Member in good standing shall have the right to be given notice of and to attend at general meetings of the Association which may be convened in accordance with these Articles.
- 9.4 Every Full Member shall be entitled to be given notice of, to attend, to speak, to vote and be counted in the quorum at any General Meeting.
- 9.5 Every Associate Member shall be entitled to be given notice of and attend a General Meeting but shall not be entitled to speak nor vote nor be counted in the quorum.

10. SUBSCRIPTIONS

- 10.1 Every Member shall pay such Membership Fee as determined by the Council.

- 10.2 If any Member fails to make payment of the Membership Fee within two calendar months from the date of invoice such Member shall be required to pay interest at a rate to be determined by the Board from time to time.
- 10.3 If any Member fails to pay such amounts due within 6 months of the date of the invoice, Council shall have the right to expel or suspend such Member.
- 10.4 Where two or more companies are members of a group of companies they may apply to Council for group membership. Membership will be in the names of each individual company Member. The largest member of the group shall pay the appropriate Membership Fee and each other member of the group shall be entitled to a 50% reduction on their appropriate Membership Fee. No Member shall in any event pay less than the minimum Membership Fee.

11. MANAGEMENT

11.1 Council

- 11.1.1 The policy and membership affairs of the Association shall be managed by the Council, which shall meet at least three times in each calendar year for the dispatch of Association business.
- 11.1.2 The Council may delegate any of its powers or duties to standing committees on such terms as it may deem fit.
- 11.1.3 The Council shall consist of the President, Vice President and Past President and sixteen other members elected from amongst Full Members.
- 11.1.4 The President of any standing committee shall be appointed by Council and shall be a representative of a Full Member.

- 11.1.5 Members of Council shall be elected at the Annual General Meeting and hold office for a period of two years.
- 11.1.6 Members of Council shall hold office for a period of two years and at the end of their two years of office be eligible for re-election for successive periods of two years provided they continue to be a representative of a Full Member.
- 11.1.7 Notification of the names of the retiring members of Council and a request for nominations to Council shall be circulated to all Full Members at least 28 days prior to the Annual General Meeting. All nominations shall be in writing and delivered to the Chief Executive at least seven days before the Annual General Meeting.
- 11.1.8 The Council shall have the power to appoint a person as member of Council to fill a casual vacancy or by way of addition to the Council subject to the Council comprising a maximum of nineteen members. Members of Council so appointed shall hold office only until the next following Annual General Meeting where they will be eligible to stand for election.
- 11.1.9 Meetings of the Council shall be convened on 14 clear days' notice:
- (i) where the President considers it desirable but in any event
 - (ii) not less than three times in any one calendar year.
- 11.1.10 The quorum for Council meetings shall be six.
- 11.1.11 Each member of Council present at a Council meeting shall have one vote, and in the case of equality of voting the President shall have a second or casting vote.

11.1.12 The Council may, at its discretion, reimburse expenses incurred by individuals empowered by Council to act on behalf or in the interest of the Association in the pursuit of its agreed objectives.

11.2 **Officers**

11.2.1 There shall be a President, a Vice President who shall be President-elect, and a Past President who shall be the immediate past-President each of whom shall be a pump manufacturer nominee.

11.2.2 The President shall be appointed by the Council. The President shall hold office for a period of two years after which period, if willing to continue, he may be reappointed annually at the Annual General Meeting.

11.2.3 The President on termination of his period of office shall become the immediate past President and hold office as Vice-President.

11.2.4 The Vice President shall be appointed by the Council.

11.2.5 The President shall preside at every General Meeting and meeting of the Council. In his absence the Vice-President or the PastPresident shall preside.

11.2.6 All officers of the Association shall be ex officio members of any committee that the General Meeting or Council may appoint.

11.3 **Board**

11.3.1 The financial and management affairs of the Association shall be managed by the Board, which will meet together at least twice a year.

- 11.3.2 The Board may exercise all such acts as may be done by the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting or by the Council.
- 11.3.3 The Board shall comprise members of the Council being the President, the Vice President, Past President, the BPMA representative on the Europump Council and the Chief Executive. In the event of any vacancy in Board membership the Board may appoint such further members from the members of Council as it may think fit to fill each such vacancy. There shall also be one non-Executive Director appointed and removed as appropriate by the Board
- 11.3.4 Board meetings shall be convened on 14 days' clear notice being given by the Chief Executive PROVIDED THAT if in the opinion of the Chief Executive a board meeting is required for the purposes of urgent business then such meeting may be convened upon such shorter notice as in the opinion of the Chief Executive is reasonable in the circumstances.
- 11.3.5 Notice of any Board meeting must indicate:
- (i) its proposed date and time
 - (ii) where it is to take place
- 11.3.6 Notice of a Board meeting must be given to each Board member but need not be in writing.
- 11.3.7 Board meetings shall be chaired by the President.
- 11.3.8 The quorum for a Board meeting shall be three members.
- 11.3.9 Decisions of the Board shall be by a simple majority. In the case of an equality of votes the President shall have a casting vote.

- 11.4 The Board will ensure that a written record is kept for at least 10 years from the date of the decision recorded of every decision made by the Board.

12. GENERAL MEETINGS

- 12.1 An Annual General Meeting of the Association shall be held once in every calendar year provided that each such Annual General Meeting shall be held within six months of the Association's accounting reference date.
- 12.2 The business at an Annual General Meeting shall consist of the receipt and consideration of the audited statement of income and expenditure, the balance sheets, the reports of the President and of the chairmen of any standing committees, the election of Officers and members of Council and the appointment and approval of the remuneration of the Auditors and to transact any other business.
- 12.3 A Special General Meeting of the Association may be convened by the Council at its discretion or when required, by a requisition signed by not less than 5% of the Full Members at that time. Such requisition shall state the business to be considered. The Council shall call a General Meeting in relation to such requisition within twenty-one days from the date on which they become subject to the requirement and to be held on a date not more than twenty-eight days after the date of the notice convening the meeting.
- 12.4 At least fourteen days' notice of every Annual General Meeting and Special General Meeting shall be sent given to each Member and shall state the place, time and date of the Meeting together with the general nature of the business to be dealt with at such meeting.
- 12.5 No business shall be transacted at any General Meeting unless a quorum is present when the General Meeting proceeds to business. The quorum

for a General Meeting shall be not less than 20% of the Full Members present by their representatives.

- 12.6 If such quorum is not present within half an hour of the time appointed for the meeting or if during the meeting such quorum ceases to be present the meeting shall be adjourned for twenty-one days.

13. VOTING

- 13.1 Every Full Member present at each Special General and Annual General Meeting shall have one vote.

- 13.2 A declaration by the President that a resolution has been carried or lost and a record made to this 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 such resolution. A record of a vote may be requested by any Member and the minutes of the meeting shall record the proportion of votes recorded in favour of or against such resolution.

14. ACCOUNTS AND AUDITORS

- 14.1 The Association shall keep full and proper books of account.

- 14.2 The Association shall at each Annual General Meeting appoint an auditor or auditors to examine and report on the annual accounts of the Association, and they shall hold office until the next Annual General Meeting, whereupon they shall retire and shall be eligible for re-appointment.

- 14.3 At every Annual General Meeting there shall be laid before the Members copies of the Association's annual accounts comprising a statement of the income and expenditure of the Association for the previous financial year, a balance sheet as at the year end the directors' report and the auditors'

report on those accounts. A copy of the annual accounts shall be sent to all Members at least fourteen days prior to the Annual General Meeting.

14.4 The accounting reference date shall be 30th June or as otherwise determined by the Council.

15. CHIEF EXECUTIVE

The Board shall appoint a Chief Executive and such other officers and employees (other than the Auditors) as it may think fit and in whatever manner it deems appropriate, upon such terms as shall be agreed. The Chief Executive shall, subject to any direction otherwise which may be given by Council or the Board be responsible for carrying out the activities of the Association.

16. AMENDMENTS

These Articles may at any time be amended by Special Resolution.

17. SPECIAL RESOLUTION

In these Articles a Special Resolution means a resolution proposed as a Special Resolution and passed at a Meeting of the Association by not less than 75% of the Full Members as provided for in the Act.

18. BYE-LAWS

For the good governance of the Association and to assist in the management of its business the Council shall be empowered to make, amend and revoke bye-laws which shall be binding on Members provided always that such bye-laws shall not vary or add to these Articles and may be altered or amended by resolution of the Full Members at a General Meeting. It shall be the duty of the Chief Executive to circulate such bye-laws and all amendments thereto to all Members and each Member shall be provided with a copy of the bye-laws on being admitted to membership.

19. INDEMNITY

19.1 Subject to Article 19.2 an officer (or former officer) of the Association may be indemnified out of the Association's assets against:

19.1.1 any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Association

19.1.2 any liability by that officer in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235 (6) of the Companies Act 2006)

19.1.3 any other liability incurred by that officer as an officer of the Association.

19.2 This Article does not authorise any indemnity which would be prohibited or rendered void by the Act or by any other provision of law.

20. INSURANCE

20.1 The officers may decide to purchase and maintain insurance at the expense of the Association for the benefit of any officer (or former officer) in respect of any relevant loss.

20.2 In this Article a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association or any pension fund or employees' share scheme of the Association.

21. DISSOLUTION

21.1 The Association may be wound up or dissolved at any time by Special Resolution.

21.2 In such an event the Council shall, as soon as possible thereafter appoint a special committee of three to wind up or dissolve the Association.

21.3 If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets whatsoever the liquidator may subject to the Act divide among the Members in specie the whole or any part of such assets and may, for that purpose, value any assets and determine how the division shall be carried out as between the Members or different classes of Members.

22. MEANS OF COMMUNICATION TO BE USED

22.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.

22.2 Subject to these Articles any notice of document to be sent or supplied to a Board member or Council member in connection with the taking of decisions by the Board or the Council, as the case may be, may also be sent or supplied by the means by which that particular Council or Board member has asked to be sent or supplied with such notices or documents for the time being.

22.3 A Board or Council member may agree with the Association that notices or documents sent to that member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than otherwise required under these Articles.