

The Companies Act 1985 & 1989

Memorandum

and

Articles of Association

THE ASSOCIATION OF INDUSTRIAL LASER USERS

COMPANY NUMBER:-3076715

INCORPORATED THE 6TH JULY 1995

MEMORANDUM OF ASSOCIATION

COMPANIES ACTS 1985-1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of the Association of Industrial Laser Users

1. Name

The name of the association is the Association of Industrial Laser Users

2. Registered office

The registered office of the Association is and will be situated in England

3. Principal objects

The objects for which the Association is established are:-

- 3.1 to foster co-operation and collaboration on non-competitive technical matters and provide a forum and mechanisms for sharing experience and expertise
- 3.2 to represent and promote the interests of industrial laser users and particularly those practising in the United Kingdom
- 3.3 to promote best practice in the industrial application of lasers in materials processing and allied technologies
- 3.4 to support the maintenance and improvement of standards of safety and performance in the use of lasers in industry
- 3.5 to disseminate professional and other information to members
- 3.6 to maintain active links with trade associations institutions and other relevant bodies for the promotion of members' views as industrial laser users
- 3.7 to subscribe to and promote the aims and objects of any association or other body whose aims are consistent with those of the Association or where it would be conducive to the interests of the Association or to the attainment of the objects of the Association to do so

4. Additional objects

In furtherance of the principal objects but not otherwise the Association may:-

- 4.1 purchase take on lease or in exchange, hire or otherwise acquire any real or personal estate which may appear convenient
- 4.2 accept any gift of property whether subject to any special trust or not for any purpose within the principal objects
- 4.3 print and publish any periodical leaflet or other publication
- 4.4 sell lease mortgage or otherwise deal with all or any part of the property of the Association
- 4.5 borrow and raise money and secure its repayment in any manner
- 4.6 invest the funds of the Association in or upon such investments securities or property as may be thought fit
- 4.7 subscribe to any local or other charities or benevolent objects and grant donations for any public general or useful purpose
- 4.8 purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any body with which the Association is authorised to amalgamate
- 4.9 transfer all or any part of the property assets liabilities and engagements of the Association to any body with which the Association is authorised to amalgamate and
- 4.10 do all such other lawful things as are incidental or conducive to the pursuit or attainment of any of the principal objects

5. Application of income and property

The entire income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this memorandum and no distribution may be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them provided that nothing contained in this memorandum of association prevents:-

- 5.1 payment in good faith of remuneration to any member of the Association or other person in return for any services actually rendered to the Association or
- 5.2 payment of interest at a rate not exceeding 10% per year (or such other rate as may from time to time be determined by the Standing Committee) on money borrowed from a member of the association or
- 5.3 free distribution among, or sale at a discount to, members of the Association of any books forms or other publications (whether published or issued by the Association or otherwise) relating to any of the objects of the Association as set out above

6. Liability

The liability of the members is limited

7. Contributions

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member and for the costs charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding ONE HUNDRED AND FIFTY POUNDS (£150.00)

8. Winding up

If on the winding up or dissolution of the Association any property remains after the satisfaction of all its debts and liabilities that property must not be paid to or distributed among the members of the Association but must 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 in default by any judge of the High Court of Justice who may have or have acquired jurisdiction in the matter and if and so far as effect cannot be given to this provision then to some charitable object

Names and Addresses of Subscribers

Name William Maxwell Steen

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Name John Michael Green

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DATED this FIFTEENTH day of JUNE 1995

Witness to the first signature above

Name ANDREA DEARDEN

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ARTICLES OF ASSOCIATION
COMPANIES ACTS 1985-1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION of
the Association of Industrial Laser Users

1. Interpretation

1.1 In these articles:-

1.1.1 "the Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force

1.1.2 "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

1.1.3 "the Standing Committee" means the standing committee of the Association and

1.1.4 "the Association" means the Association of Industrial Laser users

1.2 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 of it not in force when these articles become binding on the Association

2. Objects

The Association is established for the purposes expressed in the memorandum of association

3. Membership

The persons who are members of the Association at the date of the adoption of these articles and such other persons as are elected members in accordance with the regulations for the time being of the Association and no other persons may be members of the Association

Revised Section 4 as agreed at EGM held on 19/09/01

4. Officers

4.1 There must be a president one vice president and an executive secretary ("the officers") who must be elected by the Association at the annual general meeting and hold office until the day after the next annual general meeting but may be re-elected

4.2 There must be a standing committee consisting of:-

4.2.1 the president the vice president and the executive secretary

4.2.2 twelve members elected in the manner provided below and

4.2.3 not more than six other members co-opted by the Standing Committee who hold office until the next annual general meeting but may be co-opted again

4.3 Subject as provided below elected members of the Standing Committee must be elected at the annual general meeting for three years until the day after the third annual general meeting after their election and unless such meeting decides otherwise are ineligible for re-election for the next year

4.4 If a casual vacancy occurs in any of the offices or among the twelve elected members of the Standing Committee between one annual general meeting and another the Standing Committee may appoint a member to fill the vacancy but the member so appointed may hold office until only the day after the next annual general meeting unless at such meeting he is re-elected for a further period

4.5 If a member appointed under article 4.4 to fill a vacancy among the twelve elected members of the Standing Committee offers himself for re-election he may be elected for the remainder of the period for which his predecessor had been elected

4.6 In determining whether a member appointed under article 4.4 to fill a vacancy among the twelve elected members of the Standing Committee is ineligible for re-election regard may be had to the proportion of his attendance's to the number of meetings held after his appointment

4.7 Of the twelve members who will be elected to the standing committee at the next annual general meeting held after the date of inauguration of the Association two may hold office for three years two for two years and two for one year and the president elected at that meeting must determine which of the elected members are to hold office for three years for two years or for one year

- 4.8 Members elected to the Standing Committee under article 4.7 are ineligible for re-election for the year after their terms of office expire unless the meeting decides otherwise
- 4.9 All members not being members of the Standing Committee wishing to be nominated for election as Officers at the next annual general meeting of the Association must submit their application in writing, supported by two other members, to the executive secretary not later than 14 days immediately preceding such annual general meeting
- 4.10

5. Annual general meeting

- 5.1 The Association must hold a general meeting as its annual general in each year in addition to any other meetings in that year and must specify the meeting as such in the notices calling it
- 5.2 Not more than fifteen months may elapse between the date of one annual general meeting of the Association and that of the next
- 5.3 The annual general meeting must be held in each year at such time and place as the Standing Committee appoint
- 5.4 At the annual general meeting the report of the Standing Committee and the accounts for the previous year must be considered calls upon the members may be made the Officers and other elected members of the Standing Committee for the following year must be elected (by ballot if the number of nominations exceeds the number of vacancies) and any other business may be transacted that may be transacted at an annual meeting by statute or these articles
- 5.5 All general meetings other than the annual general meeting must be called extraordinary general meetings

6. Convening extraordinary general meetings

- 6.1 The standing Committee may whenever it thinks fit and must upon a requisition made in writing by any five or more members or by members representing not less than one tenth of the total voting rights of all members at the date of the requisition whichever is the less convene an extraordinary general meeting
- 6.2 Any requisition for an extraordinary general meeting must express the object of the meeting proposed to be called and must be left at the registered office of the Association addressed to the secretary
- 6.3 On receipt of such requisition the Standing Committee must proceed to convene an extraordinary general meeting
- 6.4 If the committee does not proceed to convene the meeting within twenty-one days from the date of the requisition the requisitionists or any five members may themselves convene such meeting

7. Notice of meetings

- 7.1 At least twenty-one clear days' notice of every annual general meeting and of any meeting convened to pass a special resolution and fourteen days' notice of any other general meeting must be given
- 7.2 The notice must specify the place and the day and hour of meeting and in case of special business the general nature of such business and must be sent by pre-paid post to each member

8. Business

All business is deemed to be special with the exception of business that may be transacted at the annual general meeting according to these articles

9. Copy of proceedings to be sent to members

A copy of the proceedings of all annual general meetings must be sent to each member

10. Voting

- 10.1 At every general meeting except a meeting convened under article 17 six members form a quorum
- 10.2 Each member may have one vote and except in the cases otherwise specifically provided for by these articles all questions must be decided by a majority of the members present and voting and the chairman in case of equality may have a second or casting vote

11. Exercise of powers of standing committee

- 11.1 The management of the Association must be entrusted to the Standing Committee which may:-
 - 11.1.1 regulate its own proceedings
 - 11.1.2 fix the quorum necessary for the transaction of business at its meetings
 - 11.1.3 delegate any of its powers to sub-committees or special committees consisting of members of the Standing Committee or of other members of the Association
 - 11.1.4 make alter and revoke byelaws or regulations (so long as any byelaws or regulations are not inconsistent with these articles) and

- 11.1.5 generally exercise all powers of the Association that are not by these articles or by statute required to be exercised by the Association in general meeting subject nevertheless to these articles to the provisions of statute and to regulations made by the Association in general meeting
- 11.2 No regulation made by the Association in general meeting may invalidate any prior act of the Standing Committee that would have been valid had the regulation not been made
- 11.3 The Standing Committee must make a report to every annual general meeting

12. Application for membership

- 12.1 Any one who wishes to be admitted as a member of the Association must complete and return an application form provided by the Secretary
- 12.2 Every proposal for membership must be approved by the Standing Committee as soon as it is practicable to do so either at a meeting of the Standing Committee or between meetings by a postal procedure conducted in accordance with article 13.1

13. Election of candidates

- 13.1 Every application for membership received by the secretary must be referred forthwith to the members of the Standing Committee with a request for any objection to be transmitted to the Secretary within twenty-one days. If no objections are received the applicant will be deemed elected. If any objections are received the application shall be considered at the next meeting of the Standing Committee
- 13.2 A candidate for election must be elected by a majority of two thirds of the members of the standing Committee present and voting and the voting must be by ballot if so desired by any member of the standing Committee

14. Entrance fee

Every member elected under these articles must upon his admission to the Association pay such entrance fee (if any) as is fixed by the byelaws then in force and any call or proportion of a call that has been made under article 20

15. Resignation of membership

Any member having paid all money due from him to the Association may resign his membership on giving one month's notice in writing to the secretary of his intention so to do

16. Avoidance of membership by bankruptcy etc

Any member of the Association who becomes bankrupt or has a receiving order in bankruptcy made against him or makes a voluntary arrangement as defined in the Insolvency Act 1986 immediately ceases to be a member of the Association

17. Expulsion of members

If any member is accused of any dishonourable improper or unprofessional conduct on grounds which the standing committee after investigation deem sufficient an extraordinary general meeting of the Association must be convened to consider the accusation (of which meeting the member accused must have fourteen clear days' notice) and the member may, after he has had the opportunity of explaining his conduct, by vote of three quarters of the members present and voting on the question (there being not less than ten members present) be expelled from the Association and will then immediately forfeit his interest and privileges in the Association without further claim for calls or for any other money paid to the Association but he will remain liable to pay any calls or other money outstanding at the date of expulsion

18. Rights of members

The rights of each member are personal and not capable of transfer or transmission

19. Accounts

- 19.1 Auditors must be appointed and their duties regulated in accordance with the Companies Act 1985
- 19.2 A copy of every balance sheet (including every document required by law to be annexed to the balance sheet) which is to be laid before the Association in general meeting together with a copy of the auditors' report must, not less than twenty-one days before the date of the meeting be sent to every member of the Association

20. Funds

- 20.1 The Association in annual general meeting may from time to time make such calls as it thinks fit upon the members and each member must pay the amount of every call so made on him to the treasurer at such time or times as are prescribed by the resolution making the call or if no time is prescribed then at the expiration of twenty-eight days after the passing of the resolution
- 20.2 A call is deemed to have been made at the time when the resolution making the call was passed
- 20.3 No notice of any call need be sent other than a copy of the proceedings of the meeting at which the call

was passed which copy is deemed to be a notice within the meaning of these articles

21. Forfeiture

Any member who has not paid his call by the end of the current year for which the call is made may be struck off the roll of members by resolution of the Standing Committee

22. Strangers

The use of the facilities of the Association may be granted to persons who are not members of the Association on conditions (which may include payment of a hire charge) determined by the Standing Committee

23. Notices

23.1 Any notice to be served by the Association upon any member may be served either personally or by sending it through the post in a prepaid letter addressed to him at his last known address

23.2 Any notice if served by post is deemed to have been served at the time when the letter containing the notice would be delivered in the ordinary course of post and a certificate signed by the secretary or the person employed by him to post the notice is conclusive evidence of the notice having been duly posted

24. Members' addresses

Every member must from time to time notify the secretary of a place of business or residence as his address and that place will for the purposes of the Companies Act 1985 and these articles be deemed his address

25. Headings

The headings in these articles are not part of the articles and do not affect the interpretation or construction of the articles in any way

NAMES AND ADDRESSES OF SUBSCRIBERS

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DATED the 15th day of June 1995

WITNESS to the first Signature above

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