
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION OF
THE GAMBICA ASSOCIATION LIMITED

MEMORANDUM OF ASSOCIATION

OF

THE GAMBICA ASSOCIATION LTD

- 1 The name of the Company shall be “THE GAMBICA ASSOCIATION LIMITED” (hereafter referred to as “GAMBICA”)
- 2 The registered office of the Company shall be situated in England.
- 3 The objects for which GAMBICA is established are to do any or all of the following things for the purpose of attaining the objects to the extent allowable by law and to observe and comply with such laws as may be applicable in the pursuit of such objectives. GAMBICA shall
 - 3.1 Promote the interests of the instrumentation, measurement, control, automation and laboratory industry (hereinafter called “the Industry”) and of its Members.
 - 3.2 Provide a forum for discussion on all matters affecting the Industry.
 - 3.3 Represent the interests of its Members to the institutions of the European Union, Governmental and Parliamentary departments and bodies of the United Kingdom and such other legislative, administrative and regulatory bodies whose decisions may affect the Industry.
 - 3.4 Maintain, assist and promote the home and export trade in the products and/or services falling within the scope of GAMBICA.
 - 3.5 Assist in the development and promotion of national and international standards as may from time to time be relevant.
 - 3.6 Provide professional advice and services as may from time to time be required.
 - 3.7 Organise and facilitate the collection and presentation of such statistics as may from time to time be considered desirable.
 - 3.8 Make recommendations to other trade associations, trade federations and other institutions on relevant matters affecting Members.
 - 3.9 Sponsor, promote and organise exhibitions, missions, seminars and/or conferences.

- 3.10 Raise money required for the purposes of GAMBICA and borrow money if necessary upon such terms and conditions as may be determined.
 - 3.11 Purchase, lease or otherwise acquire real and/or personal property and construct, alter and maintain any buildings as may be required.
 - 3.12 Invest monies that are not immediately required in such manner as may from time to time be determined.
 - 3.13 To do any and all things as are in the opinion of GAMBICA incidental or conducive to the attainment of any or all of the above objectives.
- 4 The income and property of GAMBICA shall be applied solely towards the promotion of the objects of GAMBICA as set out in this Memorandum of Association. 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 of GAMBICA provided that nothing herein shall prevent the payment of reasonable and proper remuneration to any servant of GAMBICA and the reasonable expenses and/or honoraria to officers or members of the committees of GAMBICA 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 of GAMBICA.
 - 5 Liability of the Members is limited.
 - 6 Every Member of GAMBICA undertakes to contribute to the assets of GAMBICA 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 a Member provided that such liability shall not exceed £100.

THE COMPANIES ACT 1985
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ARTICLES OF ASSOCIATION OF
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1 INTERPRETATION

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 meanings hereby assigned to them:-

The “Act” means the Companies Act 1985 together with any statutory modification or re-enactment thereof together with any other statute concerning companies.

“GAMBICA” means the Company

The “Board” means the Board for the time being of GAMBICA.

“Member” means a member company of GAMBICA.

“Industry Sector” means a sector within the scope of GAMBICA.

“Association Group” means a group of Members within one or more Industry Sectors.

The “Chief Executive” means the individual appointed by the Board to act as chief executive officer of GAMBICA.

“Month” means Calendar month.

The “Office” means the registered office of GAMBICA.

“Notices” includes all communications to Members, whether by post, fax or other electronic format.

Words or expressions contained in these Articles shall bear the same meaning as in the Act.

Words importing the singular include the plural and references including the plural apply to the singular where the context so requires.

2 MEMBERS

For the purposes of registration, the number of Members is declared to be unlimited.

3 OFFICE

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

4 SCOPE OF GAMBICA

Subject to any resolutions as may from time to time be passed by the Board, the scope of GAMBICA shall be the furtherance of the interests of companies which manufacture and/or supply plant, equipment and services or any combination thereof in the instrumentation, measurement, control, automation, laboratory and allied industries.

5 MEMBERSHIP

Membership of GAMBICA shall normally be open to any United Kingdom company or firm established at the time of application for membership as a manufacturer or supplier of goods or services falling within the scope of GAMBICA. A company or firm shall be deemed to meet the preceding requirement of this clause if it is incorporated and/or has a manufacturing and/or design facility and/or service facility in the United Kingdom. In order to become a member of GAMBICA, any applicant must apply to join an Industry Sector of GAMBICA and meet any further requirements imposed by that Industry Sector.

6 INDUSTRY SECTORS

6.1 The Board may from time to time define the Industry Sectors to be included within the scope of GAMBICA and permit the formation of Association Groups within one or more Industry Sectors to facilitate closer co-operation between Members carrying on business of the same or similar description. Any Groups so formed shall conform to any regulations that may from time to time be imposed by the Board but otherwise may regulate its own meetings and proceedings. The names of the Industry Sectors and of the Association Groups at the date of the adoption of these Articles are listed in Schedule 1 hereto.

6.2 GAMBICA Members will be members of at least one Industry Sector and may join more than one Sector if their business relates to more than one Sector.

7 TERMINATION OF MEMBERSHIP

Any Member will comply with and be subject to the rules of GAMBICA as to the payment of subscriptions and other fees and the termination of membership. Membership of GAMBICA shall cease

- 7.1 If the Member, being a body corporate or a limited company is wound up, or has an Administrator or Receiver or Manager appointed or it is dissolved otherwise than for the purpose of reconstruction.
- 7.2 If the payment of subscriptions or any other sum due to GAMBICA is more than six months overdue, though the Board shall have powers to reinstate the Member on such terms as to payment of arrears and otherwise as the Board shall decide.
- 7.3 If a Member ceases to satisfy the membership criteria or where it is judged that the interests or activities of a Member are not conducive to the interests of GAMBICA, the membership of that company may be terminated, provided that no Member shall have its membership terminated unless it has been given 21 clear days notice by the Chief Executive that a resolution to that effect is being considered and the Member has been given an opportunity of being heard.
- 7.4 Any member may resign its membership by giving at least six months written notice to expire on the date that coincides with the close of any subscription year.
- 7.5 Any resignation notice shall only be valid if outstanding sums payable to GAMBICA by that date have been paid.
- 7.6 Any Member who shall cease to be a member shall not be relieved of any existing liability to GAMBICA.

8 THE BOARD

- 8.1 Control and management of GAMBICA shall be vested by its Members in a Board. The Board shall have full authority to reach decisions on any matters, including the attainment of any of the Company's objectives but may consult with the membership through the Association Groups or as appropriate. The appointment or co-option of Board members in any year will be ratified at the AGM.

- 8.2 The Board shall consist of the following:
- 8.2.1 The President of the Association
 - 8.2.2 The Vice President/President Elect of GAMBICA
 - 8.2.3 The Vice President/Immediate Past President of GAMBICA
 - 8.2.4 The Honorary Treasurer of GAMBICA
 - 8.2.5 One member for each of the following Industry Sectors elected by the Members of that Sector or as each Sector may decide:
 - (i) Industrial automation products and systems
 - (ii) Process measurement and control equipment and systems (including Environmental analysis and monitoring equipment)
 - (iii) Electronics test and measurement equipment for electrical and electronics industries
 - 8.2.6 Two members for the Laboratory based analytical and measuring equipment Industry Sector (now known as the Laboratory Technology Industry Sector) elected by the Members of that Sector or as the Sector may decide.
 - 8.2.7 The Chief Executive of GAMBICA
- 8.3 The President of GAMBICA will be Chairman of the Board and the Vice President/President Elect will be Vice Chairman of the Board.
- 8.4 The Board may co-opt up to four additional members from member companies of GAMBICA. Co-opted members shall be entitled to vote.
- 8.5 The tenure of office of Board members appointed or elected under Article 8.2.5 or Article 8.4 shall be limited to two years. Board members shall normally serve for a maximum of two terms of office.
- 8.6 The Board may invite such other persons to attend Board meetings as it shall decide, but such persons shall not have a vote.

9 OFFICERS OF GAMBICA

- 9.1 The President and Vice President/President Elect of GAMBICA shall be appointed by the Board and shall hold office in a personal capacity.

- 9.2 The appointment of a President or Vice President/President Elect by the Board in any year will be ratified by the AGM.
- 9.3 The Immediate Past President shall be appointed a Vice President of the Association.
- 9.4 The respective tenures of office as President or as a Vice President shall be limited to two years.
- 9.5 The Honorary Treasurer shall be appointed by the Board and the tenure of office shall be limited to three years.
- 9.6 Should the office of President and/or Vice President become vacant for any reason the Board shall appoint a replacement from among its members who shall hold office in a personal capacity for the period remaining until the end of that term of office.

10 CHIEF EXECUTIVE

There shall be at all times a Chief Executive of the Association appointed by the Board and entrusted with the general direction and supervision of the work and staff of the Association and who shall be responsible to the Board for all matters concerning the Association.

11 MEETINGS OF THE BOARD

Subject to the following, the Board may meet together for the despatch of business, may adjourn and otherwise regulate their meetings as they think fit.

11.1 Notice of meetings

At least seven days notice of every Board meeting shall be sent to every member of the Board.

11.2 Chairman

The President of GAMBICA or failing him the Vice President/President Elect shall take the Chair at all meetings of the Board. If neither is present at the time for which a meeting is convened, those present may appoint one of their number to preside.

11.3 Quorum

A quorum at any meetings of the Board shall be five members including at least three Board members appointed or elected under Article 8.2.

11.4 Voting

Each member shall be entitled to one vote either in person or by proxy lodged with the Chief Executive in writing before the time for which the meeting is convened.

- (i) Every matter shall be determined by a majority of the votes of the members present or by proxy or postal voting on the question.
- (ii) If there is an equality of votes the Chairman of the meeting shall have a second or casting vote.

12 ANNUAL AND GENERAL MEETINGS

An Annual General Meeting shall be held annually. Other General Meetings shall be held at such time as the Board shall decide or upon request to hold a General Meeting served on the Chief Executive and signed by at least 10% of Members.

All Members shall be entitled to be represented at General Meetings and shall be entitled to a vote to be exercised in person, by proxy or by postal vote. In the event of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

A quorum at any General Meeting will be 20 Members.

13 AMENDMENTS TO THE CONSTITUTION OF GAMBICA

The Constitution of GAMBICA may be amended by a resolution carried by 75% of Members casting a vote and by 20% of the total number of Members eligible to vote.

14 NOTICES

Any notice of any meetings required to be given under the provisions of this Constitution may be served either personally, or in writing or by fax communication to the last known address of the person to whom such notice is addressed. The accidental omission to give notice or the non-delivery thereof shall not invalidate the proceedings at any meeting.

15 ACCOUNTS

The Board shall ensure that proper accounts are kept relating to the income and expenditure of GAMBICA and shall ensure the appointment of auditors in compliance with such legal requirements as may from time to time be in force.

16 SECRETARY

The Board shall appoint a Secretary who shall attend Board Meetings but shall not have a vote and only the Board shall have the power to remove the Secretary from office.

17 DEEDS AND COMPANY SEAL

The seal of GAMBICA shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary. GAMBICA shall not enter into any agreement to be executed as a deed except and unless it has been authorised by the Board and on the basis that the agreement will be executed by the Secretary and at least one other member of the Board.

18 ARBITRATION

If at any time any dispute or difference shall arise between GAMBICA and a Member, the Member may give notice to GAMBICA in writing within three months of the dispute or difference arising and failing a settlement by negotiation within one month of that notice the matter shall be referred to arbitration before a sole arbitrator appointed by the President for the time being of the Chartered Institute of Arbitrators.

19 DISSOLUTION

GAMBICA shall be dissolved if a resolution for its dissolution is passed by 75% of the Members.

THE GAMBICA ASSOCIATION LIMITED

INDUSTRY SECTORS

Industrial automation products and systems

Process measurement and control equipment and systems

Environmental analysis and monitoring equipment

Electronics test and measurement equipment for electrical and electronics industries

Laboratory based analytical and measuring equipment

ASSOCIATION GROUPS

Standard Low Voltage Controlgear

Controlgear Systems

Automation Products

Variable Speed Drives

Electronic Soft Start

Enclosures for Electrical and Electronic Use

Process Measurement Control and Systems

Flammable Atmospheres

Control Valves

Fluid Measurement

Sensors and Transducers

Integrated Data and Control Solutions

Environmental Systems

Electronics Test and Measurement

Electrical Installation Test Instruments

Laboratory Equipment