

The Companies Act 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
THE SOLAR TRADE ASSOCIATION**

Adopted 4th November 2011

CONTENTS

1.	INTERPRETATION	2
2.	OBJECTS	2
3.	MEMBERS	2
4.	GENERAL MEETINGS	3
5.	NOTICE OF GENERAL MEETINGS	3
6.	ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS	4
7.	PROCEEDINGS AT GENERAL MEETINGS	4
8.	VOTES OF MEMBERS	5
9.	POSTAL BALLOTS	6
10.	NUMBER OF DIRECTORS	7
11.	POWERS OF THE DIRECTORS	7
12.	BYE-LAWS	7
13.	DELEGATION OF DIRECTORS' POWERS	8
14.	APPOINTMENT AND RETIREMENT OF DIRECTORS	9
15.	DISQUALIFICATION AND REMOVAL OF DIRECTORS	9
16.	PROCEEDINGS OF DIRECTORS	10
17.	SECRETARY	11
18.	THE SEAL	11
19.	ACCOUNTS	11
20.	NOTICES	12
21.	DISSOLUTION	12
22.	INDEMNITY	12

1. **INTERPRETATION**

1.1 In these Articles:-

“the Act”	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
“the Articles”	means the articles of this Company
“the Council”	means the board of directors of this Company
“the Bye-Laws”	means the Bye-Laws of the Company adopted pursuant to Article 12 hereof
“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
“executed”	includes any mode of execution
“Voting Member”	means a fee-paying member of the Company other than a Non-Voting Member
“Non-Voting Member”	means a member who falls within a membership category identified in the Bye-Laws as no having voting rights
“office”	means the registered office of the Company
“the seal”	means the common seal of the Company
“Secretary”	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
“the United Kingdom”	means Great Britain and Northern Ireland
“working time”	means time during the normal working hours of the Association

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography, photography, and other modes of representing or producing words in a visible form.

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 are adopted by the Company.

2. **OBJECTS**

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

3. **MEMBERS**

3.1 The subscribers to the memorandum of association of the Company and such other persons as are qualified to become members in accordance with

the Articles may be members of the Company. Members shall be admitted to the Company subject to the provisions of the Bye-Laws.

3.2 The Council may determine different categories of members of the Company and the Bye-Laws shall identify which categories of members are:

3.2.1 Voting Members, and which are

3.2.2 Non-Voting Members.

3.3 Non-Voting Members shall be entitled to attend general meetings of the Company but shall not have a right to vote at general meetings.

3.4 Subject to the provisions of the Bye-Laws, the Directors may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than two.

4. **GENERAL MEETINGS**

4.1 The Company shall in each 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. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Council shall appoint.

4.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

4.3 The Directors 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 28 days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting.

5. **NOTICE OF GENERAL MEETINGS**

5.1 All annual general meetings shall be called by at least twenty one clear days' notice. All extraordinary general meetings shall be called by at least fourteen clear days' notice. A general meeting may however 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 there at; and

(b) in the case of any other meeting, by a majority both in number of the members having a right to attend and vote and in holding not less than ninety-five per cent of the total voting rights at a meeting of all the members.

5.2 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.

5.3 The notice shall be given to all the members and to all the directors and auditors, if appointed.

5.4 The accidental omission to give notice of a meeting to any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6. ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any meeting unless a quorum is present. Three persons 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.
- 7.2 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 time and place as the Directors may determine.
- 7.3 The chairman, if any, of the Council or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for the holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
- 7.4 If no Director is willing to act as chairman, or if no Director is present within fifteen 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.
- 7.5 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 with might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.
- 7.6 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, a show of hands a poll is duly demanded. 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.

- 7.7 Unless a poll is duly demanded a declaration by the chairman that a resolution has on a show of hands 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.
- 7.8 The demand for the 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.
- 7.9 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.
- 7.10 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.
- 7.11 A poll demanded on the election of a chairman or a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such a time and place as the chairman directs not being more than thirty 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.
- 7.12 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 seven clear days' notice shall be given specifying the time and the place at which the poll is to be taken.
- 7.13 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 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.

8. VOTES OF MEMBERS

- 8.1 On a show of hands every member present in person or by proxy who falls within a category of member entitled to vote at general meetings of the Company, shall have the relevant number of votes and on a poll every such member present in person or by proxy shall have the relevant number of votes attaching to such category of member provided that no member other than a member duly registered who falls within a category conferring voting rights on such member and who shall have paid every subscription and other

sum (if any) which shall be due and payable to the Company in respect of this membership shall be entitled to vote either personally or by proxy.

8.2 No obligation 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.

8.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in any form which is usual or which the Directors may approve.

8.4 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instruction appointing a proxy shall be in any form which is usual or which the Directors may approve.

8.5 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 Directors may:-

(a) be deposited at the office or at 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 Company 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 taken 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.

8.6 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 Chief Executive at the registered 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.

9. **POSTAL BALLOTS**

Any matter or thing which may under these Articles be dealt with by ordinary resolution and is not required by law to be dealt with in general meeting may, if the Council so resolve, be determined by a postal ballot to be conducted in such a manner as the Council may think fit and any resolution declared by the Council to have been carried by a majority of the members voting on

such ballot shall have effect in all respects as if it were an ordinary resolution duly passed at a meeting of the Company duly convened and held.

10. **NUMBER OF DIRECTORS**

- 10.1 Unless otherwise determined by ordinary resolution or specified in the Bye-Laws the number of Directors shall be no more than fifteen and shall be no less than five.
- 10.2 The Company may by ordinary resolution provide that the Council shall always include no more than one accredited representative of any one or more corporation which is a member of the Company or which the Council advises the Company has objects compatible with and supportive of those of the Company.

11. **POWERS OF THE DIRECTORS**

- 11.1 Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Council who may exercise all the powers of the Company. No alteration of the memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 11.2 All cheques and other negotiable instructions, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine.
- 11.3 The Council shall cause minutes to be made:-
- 11.3.1 of the appointments of officers by the Council;
 - 11.3.2 of the names of the Directors present and other persons in attendance at each Council meeting;
 - 11.3.3 of the resolutions and proceedings at all meetings of the Company and of the Council.

The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions (always including responsibility for reporting to the Council) as they determine. Such conditions may include authority for the agent to delegate all or any of his powers provided that the responsibility of the agent for the exercise of his powers is not thereby compromised.

12. **BYE-LAWS**

The Directors shall have power from time to time to adopt and make, alter or revoke, the Bye-Laws, provided that such Bye-Laws are not repugnant to the memorandum or the Articles. The Bye-Laws for the time being in force shall be binding upon all members until the same shall be varied or set aside by any resolution of the Company. No member shall be absolved from such

Bye-Laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Directors to make Bye-Laws on other matters the following shall be deemed to be matters which may be governed by Bye-Laws within the meaning of this Article, that is to say:-

- (a) As to the persons eligible for membership of the Company.
- (b) As to the conditions on which persons shall be admitted to membership of the Company.
- (c) As to entrance fees (if any) payable in respect of membership of the Company.
- (d) As to the annual, quarterly or other subscriptions or payments (if any) to be payable by the members of the Company.
- (e) As to the manner in which membership of the Company may be terminated or shall determine.
- (f) As to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Company.
- (g) As to committees of members in connection with various branches of the Company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.
- (h) As to the appointment of Executive staff.
- (i) As to the appointment of officers of the Council with, where necessary, details of required qualifying attributes.
- (j) As to the frequency of Council Meetings and the requirements for attendance by Directors or their alternates.
- (k) As to the protocols to be observed in relation to meetings of the Directors and of the Company including the terms on which observers will be permitted to attend such meetings as well as determination of the circulation of minutes, agendas and other relevant documentation.
- (l) As to whether there should be affiliations between the Company and other relevant bodies.
- (m) As to financial control of the Company's expenditure and as to issues of compliance.
- (n) As to nomination of the Executive and other staff.

Provided always that no bye-law as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.

13. **DELEGATION OF DIRECTORS' POWERS**

The Directors may delegate any of their powers and duties to any sub-committee consisting of such of their number as they think fit. Any such

delegation of the Directors' powers and duties may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and duties and may be revoked or altered. Any subcommittee so formed shall in the exercise of the powers and duties delegated to it conform to any regulations imposed on it by the Directors.

14. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 14.1 The rules governing the election and eligibility of Directors are contained in the Bye-Laws.
- 14.2 Subject to the provisions of the Act, Directors shall retire by rotation, pursuant to the provisions of the Bye-Laws.
- 14.3 If at the meeting at which a Director retires by rotation the Company does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- 14.4 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles and the Bye-Laws as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

15. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a Director shall be vacated if:-

- (a) he resigns his office by notice to the Company
- (b) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) 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 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matter concerning mental disorder for his detention or for the appointment for a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) he ceases to meet the eligibility criteria for his directorship or;
- (f) he shall for more than six consecutive months have been absent without permission of the Directors from the meetings of Directors held during that period and the Directors resolve that his office be vacated.

16. **PROCEEDINGS OF DIRECTORS**

- 16.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Chief Executive at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director 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 have a second or casting vote.
- 16.2 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.
- 16.3 The continuing Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.4 The Directors may appoint one of their number to be the chairman of the Council and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of that meeting.
- 16.5 All acts done by a meeting of Directors, or of a sub-committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Directors 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 Director and had been entitled to vote.
- 16.6 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a sub-committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a sub-committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 16.7 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a sub-committee of Directors 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 interest of the Company unless his interest or duty arises 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 Company; or
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company for which the Director or the member of the Company of which the

Director is a member or employee or authorised agent 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; or

(c) the resolution relates to any matter which touches and concerns a member of the Company of which the Director is a member or employee or authorised agent.

For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

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

If a question arises at a meeting of Directors or of a sub-committee of Directors as to the right of a Director to vote, the question may before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling as to any Director other than himself shall be final and conclusive.

17. **SECRETARY**

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors 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.

18. **THE SEAL**

The seal shall only be used by the authority of the Directors or of a sub-committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Chief Executive or by a second Director.

19. **ACCOUNTS**

19.1 The Council shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act;

19.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Act, at such other place or places at the Council thinks fit, and shall always be open to the inspection of the officers of the Company.

19.3 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books for the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

19.4 The Council shall from time to time in accordance with Sections 238 to 242 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections;

19.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with the Council's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

20. **NOTICES**

20.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing or in such form as permitted by the Act except that a notice calling a meeting of the Directors need not be in writing.

20.2 The Company may give any notice to a member either personally or by sending it by facsimile transmission or by electronic mail or by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or pursuant to the provisions of Section 309 of the Act by publishing the notice on the Company's website. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to receive any notice from the Company.

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

20.4 A notice given in person shall be deemed to be given at the time of delivery. A notice given by facsimile transmission or by electronic mail shall be deemed to be given at the expiry of one hour of working time after the time of transmission. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.

21. **DISSOLUTION**

Clause 8 of the memorandum of association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

22. **INDEMNITY**

22.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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 Company in relation to the affairs of the Company.

22.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is permitted by the Act.

COMPANIES ACT 2006

23. In accordance with Section 28 of the Companies Act 2006, the Memorandum of Association of the Solar Trade Association existing prior to the date of Commencement of that Section is hereby annexed and should be regarded as an integral part of the Articles of Association of the Association.

THE COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM OF ASSOCIATION
of
SOLAR TRADE ASSOCIATION LIMITED

24. The name of the Company (hereinafter called "the Association") is "SOLAR TRADE ASSOCIATION LIMITED".
25. The registered office of the Association will be situated in England.
26. The objects for which the Association is established are: -
- 26.1 To protect the public interest and to promote just and honourable practice in the business of the manufacture supply and installation of equipment making use of solar energy (hereinafter called "the Industry")
- 26.2 To encourage the pursuit of excellence in the Industry.
- 26.3 To promote the interests of and co-operation between individuals and companies engaged in the Industry and to provide for the Industry a means of promoting its views understanding its aims publicising its advantages and disseminating knowledge generally in relation to solar energy among the general public, government departments, cultural and scientific institutions and the media of communication generally.
- 26.4 To suppress dishonourable practices in the Industry and to uphold the following rules of professional conduct:
- 26.4.1 A member shall have full regard to the public interest and conduct his business in a just and honourable manner.
- 26.4.2 A member shall order his conduct so as to uphold the dignity, standing and reputation of the Association
- 26.4.3 A member shall not maliciously or recklessly injure or attempt to injure whether directly or indirectly, the professional reputation, prospects or business of others.
- 26.4.4 A member shall keep himself informed of new thought and development in Solar energy and carry out his business in accordance with good practice.

- 26.4.5 A member shall at all times abide by and endeavour to secure the widest possible acceptance of these Rules of Conduct for the Solar Industry.
- 26.4.6 A member, in connection with work in a country other than his own, shall order his conduct according to the laws of that country and these Rules so far as they are applicable.
- 26.4.7 To take over such assets and obligations of the unincorporated body known as the Solar Trade Association and of such other bodies representative of the Industry or any section thereof on such terms as the Association shall approve.
27. To maintain close and regular contacts with Her Majesty's Minister's Government Departments, planning bodies sponsored by Her Majesty's Government or by or forming part of any local or other authority and any other organisations either in the United Kingdom or elsewhere with a view to ensuring that the special problems and requirements of the said Industry receive appropriate consideration and are co-ordinated in the light of any plans for the national economy.
28. To promote improvements in the law and the consolidation, standardisation and simplification of laws and to promote support or oppose alterations in existing laws or proposed legislation relating to the said Industry and to apply the funds of the Association in the initiation or support of any litigation or other proceedings which may be deemed to be in the interests of the Association or in furtherance of its objects.
29. To promote any public relations activity in the interests of the said Industry and to arrange to organise and undertake such publicity as is considered likely to direct public attention to the importance and conduct of the said Industry as a national industry and to develop and extend the trade of the said Industry and to promote the use of the products of the said Industry but so as not to advertise directly the merits of the products of any individual member or members of the Association.
30. To secure in a representative capacity or otherwise liaison, mutual support and cooperation between employers in the said Industry or any section thereof upon all matters which may seem desirable and which are of mutual concern to such employers whether in relation to remuneration, hours, terms and conditions of employment, personnel matters or otherwise and for this purpose to negotiate, conclude and secure the equitable observance of agreements with any other person or body concerned therewith and to represent members in industrial disputes and give advice and assistance in individual personnel problems.
31. To collect and circulate statistics and other information connected with or affecting the said Industry and to fund, manage, control, support, print, publish, issue, circulate and distribute, whether gratis or otherwise such papers, magazines, periodicals, publications, journals, books, circulars, and other literary works as may seem desirable.
32. To provide a central medium of useful and beneficial information and advice

available for the use of producers processors employers and other persons engaged or interested in the said Industry.

33. To initiate supervise and finance research undertaken in the interests of the said Industry and to raise special funds for these and other purposes,
34. To associate with any other body or bodies in the United Kingdom or elsewhere having objects in any way relevant to any of the principal objects of the Association.
35. To maintain close and regular contacts with trade associations whose fields of activity impinge closely on those of the Association with a view to resolving conflicts of interests arising and to co-operate or combine with such associations in the provision of common facilities and services.
36. To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any employees or ex-employees of the Association or of anybody which is in any way representative of processors, sellers or employers in the said Industry and all or any of the assets and obligations of which the Association may have taken over, and the relations, connections or dependants of any such employees or ex-employees as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid and to establish or support associations, institutions, clubs, funds and trusts which may be calculated to benefit any such persons as aforesaid, and to establish, administer and contribute to any charitable or benevolent fund from which donations or advances may be made to deserving persons who may be or have been in any way engaged in or connected with the said Industry, and generally to establish and support or aid in the establishment and support of any fund, association or institution and to subscribe or guarantee money for purposes in any way connected with or calculated to further the principal objects of the Association.
37. To purchase, take on lease or hire or in any other way acquire any real or personal property and any rights, privileges or operations, to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association and to sell, lease, mortgage (by the issue of debentures or debenture stock or otherwise) exchange, partition or otherwise deal in any, way with any real or personal property, rights or privileges of the Association.
38. To borrow or raise money on such terms and on such security as may be thought fit.
39. To invest 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 for the time being be imposed or required by law and subject also as hereinafter provided.
40. To accept grants of money and subscriptions and donations from public and private bodies and persons towards carrying out the principal objects of the

Association and to undertake and execute trusts which may be considered conducive to any of such principal objects.

41. To do all or any of the matters aforesaid whether affecting the said Industry or any particular part or parts thereof and to establish when thought fit different Areas and Sections of the Association consisting of members operating in particular geographical areas or otherwise conveniently grouped in sections.
42. To further the principal objects of the Association or any of them by acting directly or indirectly through or by promoting co-operation between or co-operating with anybody or bodies whatsoever in the United Kingdom or elsewhere and by appointing members of the Association and others to represent the Association on any such body or bodies.
43. To promote, found, support or finance any other company or body for the furtherance of the principal objects of the Association or any of them.
44. To guarantee the performance of any contracts or obligations.
45. To do all such other objects and things as may be incidental or conducive to the attainment of the principal objects of the Association or any of them.

Provided that: -

- 45.1 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 is allowed by law, having regard to such trusts.
- 45.2 Nothing in this clause shall be construed so as to make the Company a trade union within the meaning of the Trade Union and Labour Relations Act 1974 or any statutory modification or re-enactment thereof for the time being in force.
- 45.3 The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a trade union.
- 45.4 In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science the Association shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the

Association were not incorporated.

- 45.5 The income and property of the Association whence so ever derived, shall be applied solely towards the promotion of the objects of the Association as set forth from time to time in this Memorandum of Association, 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 the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Association or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding one per cent per annum above the Bank rate for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Association; provided further that nothing herein contained shall prevent the Association from repaying, to any member of the Council of Management or Governing Body of the Association or of any Board, Committee, or subcommittee of the Association, any out-of-pocket expenses incurred by him in consequence of his attendance at any General Meeting of the Association or at any meeting of such Council of Management or Governing Body or of any Board, Committee or subcommittee of the Association, or otherwise howsoever in the performance of his duties in connection with the affairs of the Association.
- 45.6 The liability of the members is limited.
- 45.7 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 after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.
- 45.8 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 shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions 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.