

## **CONSTRUCTION EQUIPMENT ASSOCIATION (CEA)**

Incorporated 14 October 2003 under company number 4930967

### **BYE LAWS**

#### **SCOPE**

The scope of the Bye Laws and how they may be amended is set out in Article 25 of the Company's Articles of Association. In the event of a conflict between the Bye Laws and the Articles, the Articles will prevail.

#### **MEMBERSHIP APPLICATIONS**

1. In accordance with Article 2, a Membership application form must be completed. The application form requires the applicant to agree to abide by the Memorandum and Articles of the CEA and by these Bye Laws.
2. Membership shall be open to any company or to any person representing any company or firm which in the opinion of the Management Council (as detailed hereinafter) is eligible in accordance with clause 3 below. The Management Council may in its absolute discretion decline to accept any application for Membership without assigning any reason.
3. There are different Sections of Membership:

Section A - Manufacturers of finished construction equipment in the United Kingdom (or such companies in the same financial group nominated by the qualifying company to stand in their stead).

Section B - Manufacturers of components and accessories in the United Kingdom (or such companies in the same financial group nominated by the qualifying company to stand in their stead).

Section C - Manufacturers of finished construction equipment, componentry or accessories overseas with an established place of business in the United Kingdom and with a minimum number of employees in the United Kingdom, such number to be fixed from time to time by the Management Council.

Section D - Companies, groups of companies, or organisations, whose activities are related to, involved in and supportive of manufacturers of construction equipment in the United Kingdom (or such companies in the same financial group nominated by the qualifying company to stand in their stead).

#### **ENTRANCE FEES AND SUBSCRIPTIONS**

Each Member shall pay such initial sum by way of entrance fee on becoming a Member and such annual or other periodical contributions, calculated on such basis and payable at such time or times as agreed by the Members in General Meeting.

#### **RESIGNATION AND TERMINATION OF MEMBERSHIP**

Membership shall terminate upon the happening of any of the following events:

1. If the Member gives six months notice in writing by fax, registered post or receipted email to the offices of the Company Secretary, the Membership will cease after six months. On expiry of such notice such Member shall forfeit all benefits and interest in the funds of the CEA but shall be liable for any unsatisfied dues or commitments to the CEA.

2. Upon the appointment of a Liquidator or Administrator.
3. If any sum payable by the Member to the CEA shall remain unpaid for a period of three months after it has become due and the Management Council resolves that the Membership be terminated.
4. If in the opinion of the Management Council the Member ceases to be eligible for Membership.
5. If the Management Council resolves that Membership be terminated.

### **MANAGEMENT COUNCIL**

1. The Directors of the CEA are known as the Management Council. The President will act as Chairman of the Management Council.
2. Each Member of Sections A, B and C shall be entitled to nominate one person to act as a Member of the Management Council.
3. The Management Council shall comprise the Officers and representatives from Members.
4. The Management Council will seek to achieve a balanced representation of the different Sections and products among the membership.
5. The office of a Member of the Management Council shall be vacated:
  - (i) If he/she resigns from office by written notice left at the office of the CEA Secretary.
  - (ii) If the General Meeting resolves that his/her office be vacated.
  - (iii) If he/she retires by rotation at an Annual General Meeting and is not re-elected.
  - (iv) In other such circumstances as are prescribed by the Articles of Association for the time being.
6. The Management Council may fill any casual vacancy in the office of President or First Vice President or Second Vice President and any person so appointed shall hold office until the next rotation of Officers takes place in accordance with the Articles of Association.
7. The Management Council may co-opt Members to the Management Council during the year. Any Member shall be selected in such a manner as will, in the opinion of the elected representatives of the Management Council, represent the products most lacking in representation. Any Member of the Management Council so co-opted shall hold office until the following Annual General Meeting.
8. The Chief Executive officer of the Secretariat shall be a member of the Management Council.

### **OFFICERS OF THE MANAGEMENT COUNCIL**

1. The Officers will be members of the Management Council.
2. The Officers shall be: The President, The First Vice President and The Second Vice President.
3. Each Officer shall be appointed and hold office in accordance with the Articles of Association of the Company.
4. An Officer shall cease to act as an Officer if membership of the Management Council is terminated for whatever reason.

**PROCEEDINGS OF THE MANAGEMENT COUNCIL**

1. Subject to the provision of these Bye Laws, the Management Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
2. The Management Council shall oversee the general business of the CEA, as effected on a day to day basis by the Chief Executive officer and his / her agents, and generally shall transact all business and exercise all powers as are not by the Articles of Association or by these Bye Laws required to be transacted or exercised by the General Meeting.
3. The quorum for transacting business shall be three. Every Member of the Management Council present at any such meeting shall have one vote.
4. All questions arising at any meeting of the Management Council shall be determined by a simple majority of votes cast.
5. Minutes of all meetings of the Management Council shall be kept.
6. Members of Management Council shall be entitled to attend any meeting of the CEA committees and shall be entitled to see minutes of CEA committees.
7. The Management Council may delegate any of its powers and duties to committees.

**COMMITTEES**

1. The Management Council may appoint committees to act as standing committees or as ad hoc committees.
2. Subject as provided in these Bye Laws, a committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and all the provisions relating to Proceedings at Meetings of the Management Council shall mutatis mutandis apply to the proceedings at any meeting of a committee. A committee may act notwithstanding any vacancy in its numbers.
3. Three representatives from member companies, for the time being of a committee, shall form a quorum for all purposes at a meeting of a committee.
4. The Officers of the CEA will form the Finance Committee.

**FINANCE COMMITTEE AND ACCOUNTS**

1. The Management Council shall cause Accounting records to be kept in accordance with legislation.
2. The Finance Committee shall report summary financial information to the Management Council.
3. The Accounting records shall be kept at the registered office, or subject to legislation, at such other place or places as the Management Council shall think fit and shall always be open to inspection by members of the Management Council.
4. The Management Council shall from time to time determine whether and to what extent and at what times and places under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Management Council, and no member (not being a member of the Management Council) shall have any right of inspecting any account or book or document of the Association as conferred by statute or authorised by the Management Council or by the Association in General Meeting.
5. At the Annual General Meeting in every year the Management Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the

same date. Every such balance sheet shall be accompanied by proper reports of the Management Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any of the documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the same manner in which notices are hereinafter directed to be served.

17/05/07  
CEA Bye Laws