

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF FIRE INDUSTRY ASSOCIATION CRN: 5989140

As adopted on 26th April 2007

- 1 The name of the company [hereinafter called 'the Association'] is 'FIRE INDUSTRY ASSOCIATION'.
- 2 The Registered Office of the Association will be situated in England and Wales.
- 3 The objects for which the Association is established are:

the promotion improvement and perfecting of methods, devices, services and apparatus for the ~~prevention detection and extinguishment of fire and~~ protection from fire of life, property, business continuity and the environment ("the principal objects");
- 4 In furtherance of the principal objects but not otherwise the Association shall have power
 - [A] to present the collective views of those engaged in the industries of designing, manufacturing, supplying, installing, commissioning maintaining and servicing ~~devices and apparatus for the detection and extinguishment of fire and of the manufacturing of extinguishing agents~~ fire protection and prevention systems, equipment and products and of providing expert advice on fire protection to organisations and individuals [hereinafter referred to as "the industries"] and to negotiate and have discussions with the European Union, the United Kingdom Government and all other bodies and individuals concerned;
 - [B] to promote, encourage, guide and co-operate in the education of those who wish to be or are concerned with or employed in the industries and with a view thereto to provide for the delivery of education and training and to test by examination or otherwise the competence of such persons and to award certificates and distinctions and to institute and establish scholarships, bursaries, grants, rewards and other benefactors;
 - [C] to maintain a review of all legislation and legislative or other proposals likely to affect one or more or all of the industries in the United Kingdom of Great Britain and Northern Ireland and/or one or more of all the devices and apparatus manufactured and/or supplied by them or any of them.

- [D] to provide for the examination and consideration of any legislation bylaws and regulations (national and supra-national) affecting the industries or the various devices and apparatus manufactured and/or supplied by them or any of them, and to initiate, promote, support and assist in any legitimate manner the carrying into effect of any legislation (national and supra-national) bylaws or regulations considered necessary or desirable for promoting or protecting the objects of the Association;
- [E] to promote by publicity, or by any other lawful means any attempt to stop or restrict the industries or any of them, which would, in the opinion of the Association, be contrary to the interests of the industry and/or the public and to take appropriate legal action in connection therewith;
- [F] to encourage and promote the study of techniques relating to the devices and apparatus aforesaid and to endeavour to ensure that the United Kingdom of Great Britain and Northern Ireland shall be aware of developments in other countries of the world;
- [G] to invite the exhibition of and to exhibit any new, improved or other ~~fire detection fire prevention or fire extinguishment device or apparatus~~ protection device or apparatus or service;
- [H] to make, assist in/or support such experiments research or development as the Association shall consider to be necessary or desirable for the fulfilment of its objects or any of them;
- [I] to print or otherwise reproduce and publish and to sell, lend and distribute any communications made to the Association or any other paper, treaties, communications and publications of all sorts relating to the industries or any of them or to subjects connected therewith and any reports of the proceedings and accounts of the Association and for this purpose to cause translations to be made of any such papers, treaties or communications and to illustrate any of the publications;
- [J] to make grants or loans of money, books, apparatus, devices or other matters or things for the purpose of promoting invention research and education in the devices and apparatus aforesaid and/or in subjects connected therewith;
- [K] from time to time to hold such meetings and organise such conferences, exhibitions and other activities as may be considered necessary or desirable to achieve the objects of the Association;
- [L] to co-operate with, appoint representatives to the governing bodies and other Committees of and otherwise be represented in or concerned with and/or to become a member of any associations or organisations or any one or more of them concerned with or engaged in such industries as the Association shall from time to time by its Board or other governing body determine;
- [M] to purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association and so far as the law applicable may from time to time allow, to sell, demise, let,

exchange, mortgage or dispose of any property, rights or privileges as aforesaid;

- [N] to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
- [O] to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Association;
- [P] to 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;
- [Q] to 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;
- [R] to establish and maintain or procure the establishment and maintenance of or to participate or join in any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Association or who are or were at any time officers of and employed and paid by the Association, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Association or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- [S] to pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Association, and to contract with any person, firm or company to pay the same;
- [T] to draw, make, accept, endorse and exchange promissory notes, Bills of Exchange, cheques and other negotiable instruments and to give guarantees where requisite for the furtherance of the Association's objects;
- [U] to borrow any monies required for the purposes of the Association upon such terms and on such securities as may be determined and from time to time to invite gifts and appeal for subscriptions to assist in the carrying out of the Association's objects or any one or more of them;
- [V] to invest the monies 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;
- [W] to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

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.

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the 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 servant 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 reasonable rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Association; but that so no Member of the Board of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or in money's worth shall be given by the Association to any Member of such Board except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that provision last aforesaid shall not apply to any payment to any company of which a Member of the Board of Management or Governing Body may be a Member, and in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect to any such payment.

- 5 The liability of the Members is limited.
- 6 Every Member of the Association undertakes to contribute such amount as maybe required not exceeding one pound (£1) 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.
- 7 If upon winding up of the Association there remains, after the satisfaction of all of its debts and liabilities and any property whatsoever the surplus 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 (whether or not it is a member of the Association) having objects similar to the objects of the Association and if and so far as effect cannot be given to such provision, then to another body the objects of which are charitable.

[ends]

Article 3 amended 6th October 2009 AGM ('devices' and 'of life, property, business continuity and the environment' added. 'prevention detection and extinguishment of fire and' deleted.

Article 4 [A] amended 6th October 2009 AGM ('supplying' 'Commissioning' 'fire protection and prevention systems, equipment and products and of providing expert advice on fire protection to organisations and individuals' added. 'devices and apparatus for the detection and extinguishment of fire and of the manufacturing of extinguishing agents' deleted).

Article 4 [G] amended 6th October 2009 AGM ('protection device or apparatus or service' added. 'detection fire prevention or fire extinguishment device or apparatus' deleted)