



CONSTRUCTION EQUIPMENT ASSOCIATION (CEA)

Company number: 4930967

BYE LAWS

1. Articles to prevail

These Bye Laws are made and amended by the Board from time to time pursuant to the Articles. In the event that any provision of these Bye Laws shall be incompatible or inconsistent with the Articles, the Articles shall prevail. Accordingly, any provision of these Bye Laws, to the extent that it is incompatible or inconsistent with the Articles shall be disregarded. In such case, however, the remainder of the Bye Laws which are not incompatible or inconsistent with the Articles shall continue to apply.

2. Membership applications

- 2.1 In accordance with Article 20 of the Articles of Association, a Membership application form must be completed. The application form requires the applicant to agree to abide by the Articles of the CEA and by these Bye Laws.
- 2.2 Membership shall be open to any company or to any person representing any company or firm which in the opinion of the CEA is eligible in accordance with clause 3 below. The CEA may in its absolute discretion decline to accept any application for Membership without assigning any reason.
- 2.3 Membership may be approved or declined by the CEA. The Board may delegate the power to make such a decision.

3. Membership sections

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 Board.

Section D - Companies, groups of companies, or organisations, whose activities are related to, involved in and supportive 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).

4. Membership subscriptions

Each Member shall pay an annual or other periodical contribution (known as a membership subscription), calculated on such basis and payable at such time or times as agreed by the Board.

5. Resignation and termination of membership

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

- 5.1. If the Member gives six months' notice in writing by registered post to the registered office address of the CEA or receipted email to the CEA, the Membership will cease after six months. On expiry of such notice such Member shall forfeit all benefits and interest in the funds and services of the CEA but shall be liable for any unsatisfied dues or commitments to the CEA.
- 5.2. Upon the appointment of a Liquidator or Administrator.
- 5.3. 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 Board determines that the Membership be terminated.
- 5.4. If in the opinion of the Board the Member ceases to be eligible for Membership or does not abide by the Articles or Bye laws.
- 5.5. If the Board resolves that Membership be terminated.

6. Board of Directors

- 6.1 The Board shall consist of a minimum of four Board Members although this number may be changed by resolution of the Board.
- 6.2 The Board from amongst its Members will appoint a Chair.
- 6.3 The Board will aim to hold quarterly meetings where practicable.
- 6.4 There is no maximum limit to a director's length of service, however other than the CEO it is anticipated that directors will be appointed to the Board for a three-year term with a recommended maximum of three terms unless agreed otherwise by the Board.
- 6.5 It is expected that the Board will re-establish itself every few years by natural rotation whilst always ensuring that it has Board Members with the requisite skills whilst aiming to be representative of the Membership. Board Members will retire as Directors if agreed by the Board.
- 6.6 Directors can be appointed by the Board itself, however both the Board and Members' Forum may propose Members for election at the AGM to be voted on and elected by the Membership.

7. Members' Forum

- 7.1 In order that the Members are properly represented there will be established a Members' Forum that will aim to meet at least three times per year if practicable.
- 7.2 Those meetings are anticipated to be face to face. All content will be shared to all Members.

- 7.3 The aim is to have a minimum of five Members appointed to the Members' Forum although there is no formal quorum. The Members' Forum will provide feedback from the Members to the Board on a wide variety of issues. It is not anticipated that there needs to be a formal election process to join the Members' Forum with the appointments made by the Members' Forum itself. However, should any individual appointed to the Members' Forum cease to work on behalf of a member they will no longer be entitled to be part of the Members' Forum. It is anticipated that the Members' Forum will aim to appoint Members in a way to broadly reflect the make up of CEA Membership.
- 7.4 For the avoidance of doubt, participation on the Members' Forum is voluntary.
- 7.5 The Board may resolve to create additional rules regarding the Members' Forum without the need to amend these Bye Laws.