



BTC Testing Advisory Group
Incorporated in the United Kingdom - Registration No. 4263785

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BTC TESTING ADVISORY GROUP*

(Company No: 426785)

PRELIMINARY

1. (a) In the Articles of Association (hereinafter called "the Articles") of the company named above (hereinafter called "the Company") here set forth the expression "the Act" means the Companies Act 1985.
- (b) Words and expressions used in the Articles, unless the context otherwise requires, have the same meaning as in the Act. Statutory references in the Articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as

*The Company was incorporated on 2nd August 2001 as The British Technical Council of the Motor & Petroleum Industries. By a Special Resolution dated 16th June 2005 the Company changed its name to BTC Testing Advisory Group effective 1st July 2005.

re-enacted.

- (c) The Company is a private company and shall not offer any of its debentures, whether for cash or otherwise, to the public or allot or agree to allot any debentures of the Company with a view to all or any of those debentures being offered for sale to the public.

PURPOSES

- 2. The Company is established for the purposes expressed in the Memorandum of Association.
- 3. The business of the Company as a whole shall be managed by the Board of Directors, which may issue orders directions rules and regulations pursuant to Article 31.
- 4. The objectives of the Company will be pursued by Technical Groups and Project Groups as set out in Articles 25 to 28.

MEMBERS

- 5. The number of members with which the Company proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Company by special resolution may determine.

6. At the date hereof the members of the Company shall be divided into the following classes:-

(a) Full Members; and

(b) Associate Members.

The level of membership fees payable by Full Members and Associate Members shall be as from time to time determined by the Board of Directors

7. Full Members shall be members of the Company for the purposes of the Act and shall have the rights in relation to the appointment and removal of directors set out in Article 29 and in the Act. Full Members may also be members of any number of Technical Groups as defined in Articles 25 to 27.

8. Associate Members shall not be members of the Company for the purposes of the Act shall not have any rights in relation to the appointment and removal of directors and their particulars shall not be entered in the Register of Members kept pursuant to section 352 of the Act. Associate Members are members of one or more Technical Groups and/or Project Groups.

9. (a) The Full Members of the Company shall consist of such other persons who may satisfy criteria for full membership imposed from time to time by the Board of Directors, sign an application form and pay any

subscription fees the Board of Directors may from time to time prescribe in respect of full membership, and as the Board of Directors within their absolute discretion shall admit to full membership,

(b) The Associate Members of the Company shall consist of such persons who may satisfy criteria for associate membership imposed from time to time by the Board of Directors, sign an application form and pay any subscription fees the Board of Directors may from time to time prescribe in respect of the associate membership, and as the Board of Directors within their absolute discretion shall admit to technical membership,

10. A member of any class shall cease to be a member of the Company thirty days after any of the following events namely: -

- (a) the Company receives from him notice in writing of his intention to resign
- (b) a resolution is passed by the Full Members in a general meeting with no more than twenty per centum of the Full Members present opposing the resolution, that he should cease to be a member.
- (c) failure by him to pay within 90 days any fees due and payable to the Company (the Board of Directors having the right to accept or reject late payments at their absolute discretion)

- (d) his death or bankruptcy or in the case of a corporate member the member ceasing to trade or becoming insolvent as defined in the Insolvency Act 1986

PROVIDED always that membership of the Company shall not be assigned, transferred or transmitted in any way

GENERAL MEETINGS

- 11.
 - (a) 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 not more than fifteen 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 on such day (including weekends) and at such place as the Board of Directors shall appoint.
 - (b) All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 12. The Board of Directors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on requisition by such Full Members of the Company as at the date of the deposit of the requisition represent not less than one tenth of the total voting rights of all the Full Members having at the said date a right to vote at general meetings of the Company.

NOTICES OF GENERAL MEETINGS

13. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice to Full Members in writing. A meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen clear days' notice to Full Members in writing. Any such notice shall be given, in accordance with the provisions of Articles 55 and 56 hereof or in such other manner, if any, as may be prescribed by the Company in general meeting, Provided always that any meeting of the Company shall, (notwithstanding that it is called by shorter notice than that specified in this Article), be deemed to have been duly called if it is so agreed:

- a) in the case of an annual general meeting by all the Full Members entitled to attend and vote at it, and
- b) in the case of any other meeting by a majority in number of the Full Members having the right to attend and vote being a majority together representing not less than ninety-five per centum of the total voting rights at that meeting of all the Full Members.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.

14. Any notice convening a general meeting must set out and describe as such

all proposed special and extraordinary resolutions, say if it is to be an annual general meeting, and describe generally the nature of all intended business, except routine business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the Board of Directors and auditors, the election of new Directors in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

15. Business shall not be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall not be less than one tenth of all the persons who at the commencement of the meeting are Full Members of the Company and are entitled to attend and vote thereat provided that
 - 15.1 at least one of the Chairman and the Vice Chairman of the Board of Directors must be present for there to be a quorum of any meeting of members (but they may count as part of the one tenth of members quorum referred above)
 - 15.2 at least one Full Member other than the Chairman and/or the Vice Chairman of the Board of Directors must be present for there to be a quorum of any meeting of members (but they may count as part of the one tenth of members quorum referred to above)

16. (a) A general meeting convened on the requisition of members, shall be

dissolved if within half an hour from the time appointed for the holding of the general meeting a quorum is not present.

- (b) At any other general meeting, if within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.

17. The Chairman of the Board of Directors, or in his absence the Vice-Chairman of the Board of Directors shall preside as chairman at every general meeting.

18. The chairman of the meeting, with the consent of any 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 which might properly have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an

adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided in accordance with Article 21 to 24 and the relevant Standing Orders

20. Subject to the terms of the Act, a resolution in writing may consist of one or more documents in like form each signed by one or more of the members for the time being entitled to receive notice of and to attend and vote at general meetings and shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any resolution may be proposed and passed as special, extraordinary, ordinary or otherwise notwithstanding that the Company has given less than twenty-one or fourteen days' notice thereof, or of the meeting or adjourned meeting at which it is proposed to be passed as the case may be, if it is so agreed by the majority of the members entitled to vote on any resolution as mentioned in the provisions of Article 9.

VOTES OF MEMBERS

21. No Associate Member shall have the right to notice of, to attend or to vote at general meetings.

22. Full Members shall have the rights to notice of and to attend general meetings set out in these Articles and shall have one vote each at general

meetings.

23. In the case of an equality of votes at any general meeting the Chairman of the meeting at which the show of hands or at which a poll is demanded shall be entitled to a casting vote.

24. On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Board of Directors may require or in any other common or usual form.

TECHNICAL GROUPS AND PROJECT GROUPS

25. The number of Technical Groups and Project Groups that may exist within the Company shall not be limited. Technical Groups will generally be permanent groups and Project Groups will generally be temporary groups.

26. No Technical Group or Project Group shall be formed without the consent of the Board of Directors. The Board of Directors may at any time require a Technical Group or Project Group to cease.

27. The management administration and operations of the Technical Groups and Project Groups shall be regulated by Standing Orders. Each Technical Group and Project Group may comprise any combination of

Full Members and/or Associate Members. Criteria for membership of Technical Groups and Project Groups shall be determined by the appropriate Technical Group and approved by the Board of Directors.

28. There is no Article 28

THE BOARD OF DIRECTORS

29(a) There shall be no maximum number of Directors and the minimum number shall be two.

(b) A Director must be a Full Member of the Company.

(c) One Director shall act as Chairman of the Board of Directors and another Director shall act as Vice Chairman of the Board.

(d) The Chairman and the Vice Chairman and any other Director shall be elected annually at the annual general meeting and shall at the end of their year of office be eligible for re-election. Any casual vacancy on the Board of Directors may be filled by another Full Member.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

30. The Board of Directors shall have control over all the affairs and property

of the Company and shall exercise all such powers of the Company as it thinks fit except as otherwise provided by these Articles.

31. The Board of Directors may make, alter or cancel from time to time and at any time such orders direction regulations and rules (“Standing Orders”) not inconsistent with the memorandum of association and the Articles as they consider to be in the good interests of the Company, subject always to any extension, modification or repeal thereof resolved to be made by the members in general meeting, and such rules or bye-laws shall be deemed not to form part of the Articles (except insofar as such rules or bye-laws may provide to the contrary) but nevertheless shall subject to the above be binding on the members and the Board of Directors.

32. All cheques, promissory notes, drafts, bills or exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any one or more Director in such manner as the relevant Standing Order shall prescribe.

33. Subject to of clause 3 of the memorandum of association of the Company, the Board of Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or

as security for any debt, liability or obligation of the Company, or of any third party, as they think fit.

34.(1) The Company shall cause minutes to be made of all resolutions proceedings and business at all meetings of the Board of Directors together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company. The Company Secretary (or other person in his stead) present at any meeting of the shall note the names of those Directors and any such minutes of any meeting, if purporting to be signed by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

(2) All such minutes shall be available for inspection by any member during normal business hours by prior appointment with the Company Secretary.

35. The Board of Directors for the time being may act notwithstanding any vacancy in their body PROVIDED ALWAYS that if the Board of Directors shall at any time be or be reduced in number to less than two Directors it shall be lawful for them to act as the Board of Directors for the purpose of appointing a Director or Directors to vacancies in their body, or of summoning a general meeting, but not for any other purpose.

DISQUALIFICATION OF DIRECTORS

36. The office of a Director shall be vacated immediately upon the happening of him:

- (a) becoming bankrupt or making any arrangement or composition with his creditors generally, or
- (b) becoming a person in respect of whom an order is made by any competent court by reason of mental disorder, or
- (c) ceasing to be for whatever reason a Full Member of the Company, or
- (d) resigning his office by notice in writing to the Company, or
- (e) becoming prohibited from holding office by reason of any of the matters in the Company Directors Disqualification Act 1986, or
- (f) being convicted of an offence which is likely to bring the Company into disrepute, or
- (g) being removed from office under the provisions of the Act or the Articles.

PROCEEDINGS OF THE BOARD OF DIRECTORS

37. The Board of Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the Board (or other chairman of the meeting) shall have a second or casting vote. Any Director may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of the Board of Directors. It shall not be necessary to give notice of a meeting of the Board of Directors to any Director for the time being absent from the United Kingdom unless he has given the Company notice of his address abroad.
38. Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effected for all purposes as a meeting of the Board of Directors duly convened and held.
39. The quorum necessary for the transaction of the business of the Board of Directors shall be a minimum of two Directors and the Company Secretary.
41. The Board of Directors may delegate any of their powers to Technical Group Sub-committees consisting of such Full Members and/or Associate Members as the Board of Directors thinks fit, and any committee so formed shall, in the exercise of powers so delegated, conform to the Articles and to any Standing Orders imposed on it by the Board of Directors. The meetings and proceedings

of any such committee shall be governed by the Standing Orders.

42. All acts bona fide done by any meeting of the Board of Directors or of a Technical Group Committee, or by a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director, or that he or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

43. A written resolution (which shall be in writing and may consist of two or more documents in like form) signed by all the Directors shall be as valid and effective as if it had been passed at a meeting of the Board of Directors duly convened and held.

45. Subject to section 310 of the Act every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application under sections 144(3) or 727 of the Act in which relief is granted by him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

COMPANY SECRETARY

46. Subject to sections 10(3) and 288(2) of the Act the Company Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them.
47. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the Company Secretary.

ACCOUNTS

48. The Company shall cause accounting records to be kept in accordance with section 221 of the Act.
49. The accounting records shall be kept at the registered office of the Company, or, subject to section 222 of the Act at such other place or places as the Company shall think fit, and shall always be open to the inspection of the Board of Directors Members.
50. Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Company or any of them shall be open to the inspection of the Directors.

51. The Board of Directors shall from time to time cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts and balance sheets and reports as are required by sections 227, 228, 235 and 236 of the Act, and otherwise comply with the requirements of Chapter I of Part II of the Act.
52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report and report of the Board of Directors shall, not less than 21 days before the date of the meeting, be sent to every Full Member PROVIDED ALWAYS that this Article shall not require a copy of those documents to be sent to any person of whose address the Board of Directors is not aware.
53. The income of the Company shall be applied solely towards the provisions of all or any of the objects of the Company in accordance with clause 4 of the memorandum of association of the Company at such time or times and in such manner as the Company shall think fit, with power to the Board of Directors to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Board of Directors shall think fit PROVIDED ALWAYS that the payment of dividends to the members is prohibited.

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with sections 235 and 236 and Chapter V of Part XI of the Act.

NOTICES

55. A notice may be given by the Company to any member either (i) personally or (ii) by electronic mail to an email address supplied by him to the Company for the giving of notices to him or (iii) facsimile transmission to a facsimile number supplied by him to the Company for the giving of notices to him. Where service is effected electronically, service of the notice shall be deemed to have been effected 12 hours after the email has been sent to the email address supplied. Where service is effected by facsimile transmission service shall be deemed to have been effected one hour after the facsimile has been sent to the facsimile number supplied.
56. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Full Member except those who have not supplied to the Company either an e-mail or facsimile address for the giving of notices to them;
 - (b) the Directors;
 - (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings

RECORDS

57. The Company may cause all or any books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company to be recorded as they may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for the guarding against falsification and any reference in the Articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

DISSOLUTION

58. The provisions (if any) for the time being in 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 the Articles.

Names and addresses of subscribers

Infineum UK Ltd

P.O. Box 1 Milton Hill, Abingdon Oxfordshire. OX13 6BB
Company Registration No. in UK – 3137282

Esso Petroleum Company Ltd

ExxonMobil House, Ermyn Way, Leatherhead, KT22 8UX
Company Registration No. in UK - 26538

Dated this 24th day of July 2001

Witness to the above signatures: -

Melanie Oswin
37 New Walk
Leicester