



BTC Testing Advisory Group

Company Registration Number: 4263785

Registered Address: Lynk House, 17 Peckleton Lane, Desford,
Leics. LE9 9JU

STANDING ORDERS

Notes

These Standing Orders supersede all previous issues of the BTC Method of Operation – (MPI/97/019: MPI(a)/97/012: MPI(b)/97/024: MPI(c)/97/005 October 1997 Edition and the update following the Executive Committee Meeting 18 April 2000)

These Standing Orders are issued in accordance with Article 31 of the Company's Articles of Association.

All references to 'Articles' in this document refer to the Articles of Association for BTC Testing Advisory Group currently in existence and lodged at Companies House.

Any inconsistencies with the Memorandum and Articles of Association for the Company are unintentional. Should they occur the Memorandum and Articles of Association shall prevail.

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Charts:

BTC Testing Advisory Group Organisation

1. TERMS OF REFERENCE

The objects for which the Company is established are:-

- (A) to act as a permanent body for technical and procedural consultation between organisations conducting vehicle and / or engine dynamometer based testing and research
- (B) to develop and market technical training for technicians engaged in testing activities within the motor, petroleum and chemical industries
- (C) to afford a means of carrying out and, where appropriate, to carry out joint research, testing and technical co-operation, including that with other bodies as appropriate.

2. STRUCTURE AND ASSOCIATIONS

In order to meet its obligations under the Terms of Reference:

2.1 The Company shall form a Board of Directors and a Central Committee of Full Members charged with the task of conducting the Company's business, including the formation of subordinate Committees and Groups as considered appropriate.

2.2 The Company shall maintain links, not conflicting with its independent status, with organisations and other bodies, which is deemed by the Board of Directors as appropriate to its business.

3. MEMBERSHIP AND QUORUMS

3.1 Membership of the Company shall be open to the following:

3.1.1 Any organisation engaged as a manufacturer in the motor, petroleum or chemical additive industries;

3.1.2 Organisations dedicated to research or testing on behalf of the motor, petroleum or chemical additive industries;

3.1.3 Those Learned Societies concerned with progress within the industries represented in BTC and the dissemination of relevant scientific knowledge, and

3.1.4 Appropriate user bodies.

3.2 Full Membership

3.2.1 Full Membership of the Company, carrying the right to vote and elect a Director to the Board shall be limited to:

(a) Motor, petroleum and chemical additive industry organisations having research/test facilities,

(b) organisations dedicated to motor, petroleum and chemical additive industry research and testing,

(c) appropriate user bodies, including Government laboratories, and of such learned societies as may be authorized by the Board of Directors, and

3.2.2 A quorum for meetings of the Board of Directors shall be a minimum of two Directors and the Company Secretary.

3.2.3 A quorum for all General meetings (Annual or Extraordinary) shall be a minimum of one-tenth of all the Full Members. The Chairman or Vice-Chairman of the Board of Directors must be present (and they may count as part of the quorum referred to above). In addition there must be at least one other Full Member present (and they may also count as part of the quorum referred to above).

3.3 Associate Membership

A company wishing to join only one Permanent or Temporary Group may do so as an Associate Member of the Company

3.3.1 The scope of any Permanent or Temporary Group shall be established by the Full Members.

3.3.2 Membership of a Permanent or Temporary Group shall be open to those organisations that are Full Members and in addition, Associate Membership by application, to organisations engaged as manufacturers in the motor, petroleum or chemical additive industries, and to organisations engaged in engine and fuel and lubricant testing.

3.3.3 Members of a Group should have appropriate laboratory facilities, or otherwise be in a position to contribute to co-operative work.

3.3.4 Applications for Associate Membership of a Group, from organisations that are not Full Members, shall be considered by the appropriate Group.

If gaining the necessary support, the applicant shall be invited to join, subject to ratification of the proposed membership by the Full Members present at the next General Meeting.

4. VOTING

4.1 Conduct of Voting in BTC

4.1.1 The primary objective in decision making in BTC at all levels is 'Agreement by Consensus', defined as 'informal agreement without dissent'. Otherwise, a written resolution must be completed by each Full Member and returned to the Testing Advisory Group central committee.

4.1.2 In order for a resolution to be passed, more than 50% of the Full Members voting must vote to pass the resolution.

4.1.3 Chairmen also representing their own organisation shall count as a representative of the relevant industry and vote as a normal member.

4.1.4 Non-technical and non-policy issues, e.g. matters concerned only with administration, shall be determined by a simple majority of those voting, with Section 4.1.3 being disregarded.

5. OPERATING FUNCTIONS

5.1 Board of Directors

5.1.1 To ensure that the Company or any part of its Organisation does not engage in any activity which may be considered to (1) violate the legal obligations of the Company or its members, or (2) be an action in restraint of trade.

5.1.2. To hold Annual General Meetings and call Extraordinary General Meetings in accordance with Article 11 and 12 and to carry out the routine business of such a meeting in accordance with Article 14.

5.1.3 To refer all matters connected with legislation to the respective Trade Associations of the industries represented in BTC.

5.1.4 To organise, progress, and receive reports on projects of interest to the whole, or part of the Company, it being understood that active participation in such work shall be on a voluntary basis.

5.1.5 To approve reports and technical papers to be published for general circulation under the Company's name.

5.1.6 The Chairman, Vice-Chairman and Company Secretary shall be the authorised signatories on the Company's cheques (any 2 signatures). In extraordinary situations, an additional member may be authorised to sign cheques from time to time at the discretion of the Chairman and Vice-Chairman.

5.1.7 To carry out any function permissible under the Articles of Association or the Companies Act.

5.2 Testing Advisory Group Central Committee

5.2.1 To elect a minimum of two Directors to serve as Chairman and Vice-Chairman of the Board of Directors annually at the Annual General Meeting. At the end of a year of office, they may be re-elected. A Director must be a Full Member of the Company.

5.2.2. The Annual General Meeting must take place within 15 months of the previous one.

5.2.3 The Chairman and Vice-Chairman of the Board of Directors shall also be the Chairman and Vice Chairman of the Central Committee. If possible both positions shall serve for a period of two years, with a maximum period of four years.

5.2.4 To provide, or arrange the provision of, a Secretariat for the Company.

5.2.5 To appoint an Executive Secretary, who will also act as Company Secretary.

5.2.6 To hold General Meetings at least twice a year, for the review of subjects or problems of appropriate technical interest in accordance with the Terms of Reference.

5.2.7 Representatives of Full Member organisations on the Central Committee are entitled to appoint 'Alternates' who will attend a specific meeting or meetings of the Central Committee on their behalf. To take advantage of this facility, the representative must inform the Secretariat beforehand of the name of the 'Alternate', who will be empowered to vote at the Testing Advisory Group Central Committee meeting or meetings concerned.

5.2.8 To ratify the appointment of those persons elected to the Chairmanships of Permanent or Temporary Technical Committees/Technical Groups.

5.2.9 To consider applications for Full Membership of the Company.

5.2.10 To approve the budget for the following financial year and set appropriate subscription fees for the various categories of membership.

5.2.11 To adopt Accounts on the basis of annual income and expenditure.

5.3 Permanent and Temporary Technical Groups

5.3.1 To elect a Chairman for an initial period of two years. With the consent of the Committee/Group, the term of office may be extended for a further two years only, subject to ratification by the Testing Advisory Group Central Committee or Board of Directors.

5.3.2 To elect a Vice-Chairman to substitute for the Chairman as required. The Vice-Chairman shall serve for a period of two years, with a maximum period of four years.

5.3.3 The Chairman and Vice-Chairman of a Group shall be elected from its membership. Elections of new Chairmen or Vice-Chairman shall be ratified by the Testing Advisory Group Central Committee or Board of Directors.

5.3.4 To meet at regular intervals, but not less than twice a year, for the review of subjects or problems of appropriate technical interest in accordance with the Terms of Reference.

5.3.5 To advise the Testing Advisory Group Central Committee on technical matters of interest to the industries represented in BTC and to make recommendations to the with regard to publication of reports and papers of a technical nature.

5.3.6 To obtain budget approval for funds for project work and report in to the Central Committee on work in progress.

5.3.7 To obtain Testing Advisory Group Central Committee or Board of Directors endorsement of any formal BTC publication or position prior to issue.

5.3.8 Technical Group Chairmen shall provide written progress reports for circulation to the Testing Advisory Group Central Committee Meetings.

5.3.9 To provide technical liaison with other bodies as directed by the Testing Advisory Group Central Committee

5.4 Secretariat

5.4.1 To handle all administrative and financial aspects of the association's business in accordance with the contract agreed between BTC and its Secretariat Services Provider.

6. COMPANY FINANCES

6.1 The financial year of the Company shall be from the 1st July to the 30th June of the following year.

6.2 The financial commitments of the Company as a body shall be limited to secretariat and meeting expenses in connection with its own business, or that of any relevant international body.

6.3 Meetings of the Testing Advisory Group Central Committee and all Permanent or Temporary Groups shall be hosted by their respective members at their own expense and arranged through the Secretariat. For centrally placed meetings a discount (determined by the Board of Directors) will be offered on the following year's subscription to Full or Associate Members on the list of accepted hosts

6.4. A Contingency Fund, the size of which to be determined from time to time by the Board of Directors and ratified by the Testing Advisory Group Central Committee, may be established to enable emergency action to be taken in connection with the business of the Company. This Fund to be provided by a levy on members not exceeding 10% of the relevant subscription amount in any one year.

6.5 The Contingency Fund to be held by the Secretariat on behalf of the Company and the funds released on the minuted instruction of the Testing Advisory Group Central Committee.

6.6 Costs of experimental work undertaken on behalf of the Company shall be borne by those members agreeing to participate. There will be no obligation on any member organisation to share the cost of any work in which it is not participating.

7. DISSOLUTION OF THE COUNCIL

7.1 Should the need arise for the Company to be wound up, this shall be accomplished by resolution of the Testing Advisory Group Central Committee. The support of more than 75% of the full members is required for such action.

7.2 Following dissolution of the Company, and after satisfying all liabilities and debts, any remaining property and/or monies shall be dispensed with in accordance with Article 7 of the Memorandum of Association.

BTC Testing Advisory Group Structure – July 2005

