

1. TERMS OF REFERENCE

The objects for which the BTC is established are:-

- (A) to act as a permanent body for technical and procedural consultation between organisations conducting automotive fluid, vehicle and powertrain 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 BTC shall form a Laboratory Management Committee charged with the task of conducting the BTC's business, including the formation and / or closure of Technical Groups as considered appropriate.

2.2 The BTC shall maintain links, not conflicting with its independent status, with organisations and other bodies, which is deemed by the Laboratory Management Committee as appropriate to its business.

2.3 See structure diagram in **Appendix A** below.

3. MEMBERSHIP AND QUORUMS

3.1 Membership of BTC, carrying the right to vote and elect a Chairman of the Laboratory Management Committee 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) suppliers allied to the motor, petroleum and chemical additive industry research and testing, as may be authorized by the Laboratory Management Committee
- (d) appropriate user bodies, including Government laboratories, and of such learned societies as may be authorized by the Laboratory Management Committee

3.2 The Membership year shall run from 1st July to 30th June.

3.3 A quorum for meetings of the Laboratory Management Committee shall be a minimum of three Members.

3.4 The scope of any Permanent or Temporary Group shall be established by the Laboratory Management Committee.

4. DECISION-MAKING

4.1 The primary objective in decision making in BTC at all levels is 'Agreement by Consensus', defined as 'informal agreement without dissent'.

5. OPERATING FUNCTIONS

5.1 Laboratory Management Committee

5.1.1 To ensure that the BTC or any part of its Organisation does not engage in any activity which may be considered to:

- (1) violate the legal obligations of its members, or
- (2) be an action in restraint of trade, or
- (3) be in breach of anti-trust regulations (see **Appendix B** below)

5.1.2 To hold an Annual General Meeting every year no later than 31st March, as part of the regular Laboratory Management Committee meeting

5.1.3 All attendees must sign to confirm their attendance at a meeting. The Attendance List will be sent by the Chairman to IAS for safekeeping, directly after each meeting.

5.1.4 To organise, progress, and receive reports on projects of interest to the whole, or part of the BTC, 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 BTC's name.

5.1.6 To approve any additional administrative support required for project work agreed within a BTC Technical Group and to guarantee that any non-payment / late payment for project work by members to IAS will be compensated from BTC's own funds or to instruct that all money is to be collected before any costs are incurred.

5.1.7 The Laboratory Management Committee shall be chaired by its members with election / review of the Chairmanship every AGM, or if not possible then, on a rotational basis with each new Chairman determined at the previous meeting.

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

5.2 Permanent and Temporary Technical Groups

5.2.1 To elect and / or review the Chairmanship of every Group every two years.

5.2.2 The Chairman of a Group shall be elected from its membership. Elections of new Chairmen shall be ratified by the Laboratory Management Committee

5.2.3 To meet at regular intervals, for the review of subjects or problems of appropriate technical interest in accordance with the Terms of Reference.

5.2.4 All attendees must sign to confirm their attendance at a meeting. The record of attendance will be sent by the Chairman to IAS directly after each meeting for safekeeping.

5.2.5 To advise the Laboratory Management Committee on technical matters of interest to the member companies and to make recommendations with regard to publication of reports and papers of a technical nature.

5.2.6 To agree any additional project work required within a Group, then to obtain a quote for administrative support from IAS staff to manage the project, including collection of any additional funding from participants and then to obtain Laboratory Management Committee approval to proceed.

5.2.7 To obtain Laboratory Management Committee endorsement of any formal BTC publication or position prior to issue.

5.2.8 Technical Group Chairmen shall provide their Group's progress reports to the Laboratory Management Committee Meetings.

5.2.9 To provide technical liaison with other bodies as directed by the Laboratory Management Committee

6. BTC TESTING ADVISORY GROUP FINANCES

6.1 Meetings of the Laboratory Management Committee and all Permanent or Temporary Groups shall be hosted by their respective members at their own expense and arranged through the Secretariat.

6.2. A Contingency Fund, remaining from the BTC Testing Advisory Group limited liability company that was closed after 31st July 2012, shall be held for safe-keeping in a separate bank account by Interlynk Administrative Services Limited. Use of these funds will be for shortfalls in Interlynk Administrative Services costs to run the BTC Testing Advisory Group as recorded in the Memorandum of Understanding, or for other projects or expenses as formally agreed by the

Laboratory Management Committee. The amount of funds available shall be advised to the Laboratory Management Committee at each of its meetings.

6.3 Costs of experimental work undertaken on behalf of the BTC 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.

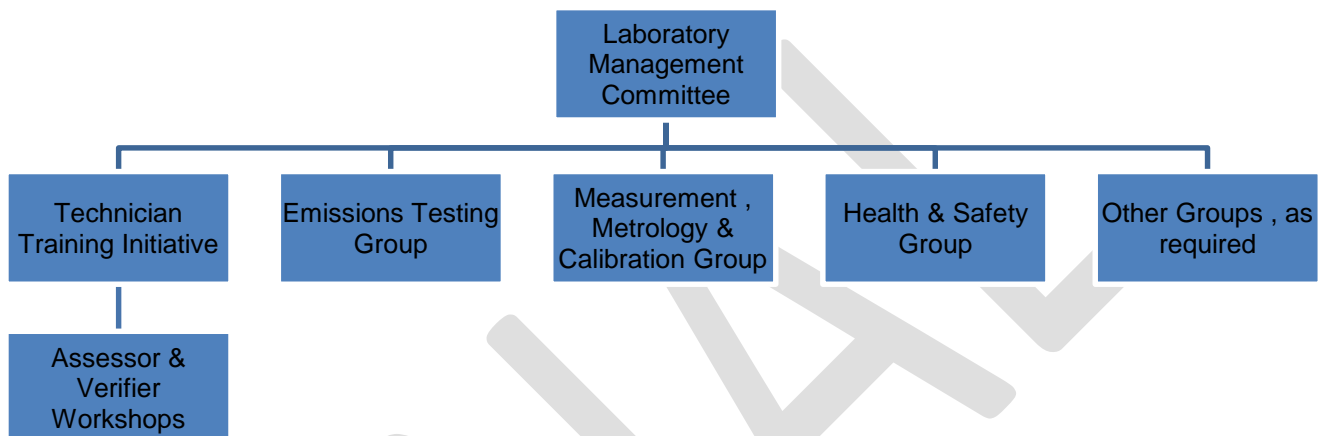
7. DISSOLUTION OF THE BTC

7.1 Should the need arise for the BTC to be wound up this shall be accomplished by agreement of the Laboratory Management Committee. The support of more than 75% of the member companies is required for such action.

7.2 Following dissolution of the BTC and after satisfying all liabilities and debts, any remaining monies shall be transferred to some other body or bodies having objects similar to the objects of the BTC, or, to some other charitable body as decided by the Laboratory Management Committee.

FINAL

APPENDIX A BTC STRUCTURE



APPENDIX B

This statement is to be read out at the beginning of every BTC Meeting:

- The Chairman is responsible for supplying complete and accurate meeting minutes to the Secretariat, along with an Attendance List that all participants have signed.
- Business will only be conducted at formal meetings. There will be no off-line or off-record sessions
- Objections must be made to the Chairman and the Secretariat if any activities appear to violate anti-trust.
- There will be no agreements, discussion, understandings or exchange of data or information concerning such issues as output, production volumes, sales profits, margins, prices, customers and customer-specific information, confidential information on future plans and specific, recent or prospective costs.