



**Memorandum**

**and**

**Articles of Association**

**of**

**The British Swimming Pool Federation Limited**

November 2016

Company Limited by Guarantee and not having a Share Capital

Certificate Number 695789

Memorandum of Association

-of-

The British Swimming Pool Federation Limited

1. The name of the Company (hereinafter called "the Federation") is The British Swimming Pool Federation Limited.
2. The Registered Office of the Federation will be situated in England.
3. The objects for which the Company is established are:-
  - (A) To act as a Federation for the mutual protection of its Members in all matters appertaining to those trades and services concerned in the manufacture and marketing of Swimming Pools, Spas, Hot Tubs, Saunas and Steam Rooms and to do such acts as shall at all times be in the interests of the Members of the Federation. To promote and protect the interests of the Members and to consider and deal with all questions herewith.
  - (B) To provide facilities for exchange of information between the Members with regard to matters arising in the supply of goods and/or services and increasing sales therefore in Britain and Ireland and abroad.
  - (C) To consider all questions affecting the interests of the Members; to initiate and watch over and, if necessary, to petition or promote deputations, or make representations to Governments and/or Authoritative bodies and Trade Unions in relation to general measures affecting the Industry and to endeavour where necessary, to procure changes of law, customs or tariffs where the introduction of such measures might be considered detrimental to the interests of the members.
  - (D) To enquire into and report on matters of general interest to the Industry and affecting the interests of the Members of this Federation and to make representations on behalf of the members to the proper authorities as to reform affecting such matters.
  - (E) To hold conferences and meetings for the discussion of matters affecting the Industry.
  - (F) To promote, and to subscribe for any shares in the capital of, any appropriate company the main objects of which are the same as those set out in the foregoing paragraph of this Clause and, subject as hereinafter provided, to hold any shares or debentures in the capital of, to lend money to, any such company as aforesaid. Provided that the power conferred on the Federation by this paragraph in relation to any such company as aforesaid shall cease to be exercisable if at any time such company shall commence to carry on any business other than a business which in the case of the Federation would be authorised by the said foregoing paragraph of this Clause.
  - (G) To assist and protect members in all things necessary or desirable for the purpose of testing or determining the proper amount or the validity of any rates, dues, charges, bye-laws or regulations of Government Authority or Company.
  - (H) To purchase, take on lease, or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Federation 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 Federation.
  - (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought expedient with a view to the promotion of its objects.
  - (J) To undertake and execute any trusts which may lawfully be undertaken by the Federation and may be conducive to its objects.

- (K) To borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit.
- (L) To invest the monies of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies shall only be invested in such securities as may for the time being be determined.
- (M) To establish and support or aid in the establishment and support of any charitable or educational associations or institutions and to expand, or subscribe for charitable or educational purposes whether connected with the purposes of the Federation or calculated to further its objects or not.
- (N) To do all such other things as are incidental or as the Federation may think conducive to the attainment of the above objects or any of them, and to deal with any other matters of interest to members.

4. The income and property of the Federation shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Federation. No Director shall be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Federation, other than any agreed payment for a Managing Director and the Honorariums paid to the Officers of the Association, provided that nothing in this document shall prevent any payment in good faith by the Federation:

- (A) Of the usual professional charges for business done by any Director who is a solicitor, accountant, or other person engaged in a profession, or by any partner of his or hers, when instructed by the Federation to act in a professional capacity on its behalf : Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (B) Of reasonable and proper remuneration for any services rendered to the Federation by any member, officer or servant of the Federation who is not a Director;
- (C) Of interest on money lent by any member of the Federation or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;
- (D) Of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of that company;
- (E) Of reasonable and proper rent for premises demised or let by any member of the Federation or a Director;
- (F) To any Director of reasonable out-of-pocket expenses, as agreed by the BSPF Board and in line with the Code of Conduct.
- (G) Payment of a salary to the Managing Director.

5. The liability of the members is limited, as detailed in item 6 below.

6. Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up during the time he is a member or within one year afterwards for payment of the debts and liabilities of the Federation contracted before the time at which he ceases to be a member and of the costs, charges and expenses of the winding up such amount as may be required, but in any case not exceeding the sum of £10-00 for Full members, or £5-00 for all other categories of members.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Federation.

The Companies Acts 1948 to 2006  
Company Limited by Guarantee and  
not having a Share Capital

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Articles of Association

-of-

The British Swimming Pool Federation

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Definitions

1. In these Articles the words set out in this Article shall have the meanings given to them in this Article if not inconsistent with the subject matter or context in which they are used:-

<u>Words</u>	<u>Meanings</u>
The Federation	The above named Company
The Act	The Companies Act 1948
The Statutes	The Companies Acts 1948 to 2006 and every other Act for the time being in force concerning Companies and affecting the Federation
These Articles	These Articles of Association
The Board	The Board of Management for the time being of the Federation
The Office	The registered office of the Federation
The Seal	The common seal of the Federation
Constituent organisation	any organisation, being an association, institute, subsidiary company or any other such body, accepted as a constituent of the Federation by resolution of the Board or General Meeting
Company	Any body corporate incorporated under the Statutes
Subsidiary Company	Any subsidiary company of a Company as defined by Section 154 of the Act and any sub subsidiary of such a Company
Associated Company	Any company which holds the majority of the equity share capital of a Company or any subsidiary or sub subsidiary of that Company.
Trades and Services	Those Trades and Services which are concerned in the manufacture and marketing of swimming pools and allied products
Rules and Regulations	The Rules for the time being of the Federation
Great Britain	England, Scotland and Wales
Month	Calendar month
In writing	Produced by any means producing words in a permanent visible form

2. Words importing:
- (a) the singular number only shall include the plural number and vice versa
  - (b) the masculine gender only shall include the feminine gender
  - (c) persons shall include corporations

Subject to aforesaid, any words or expressions defined in the Statutes, if not inconsistent with the subject or context bear the same meanings in the Articles.

## Introduction to Articles

3. The Federation is established for the purposes expressed in the Memorandum of Association.
4. The number of Members with which the Federation is registered shall be one thousand but the Board may from time to time register an increase of members.
5. The Members of the Federation shall consist of:-
  - (A) *Full Members* being all such persons as are Full Members of the constituent organisations, namely, SPATA and BISHTA
  - (B) *Associate Members, being such companies as the Board shall admit to membership in accordance with the Rules and which are Subsidiary or Associated Companies of a SPATA, Full Member, or Allied Trades / Professions and which are resident in Great Britain and Ireland and engaged in any of the Trades and Services.*
  - (C) *Overseas Members, being persons whose place of business is located outside Great Britain and Ireland.*
  - (D) *Affiliate, Allied Trade and Associate Members being persons who the Board shall admit to membership in accordance with the Rules and which and are in BISHTA,*
  - (E) *Honorary Members, being persons who are elected by the Board in accordance with the Rules to such Membership in recognition of their outstanding services to the Federation or to any of the Trades and Services.*
  - (F) Constituent organisations, originally being SPATA and BISHTA, now also include BSPF's wholly owned subsidiaries, which currently are PIP and SPATEX.
  - (G) *Like-Minded Organisations that may join the BSPF and can be invited to sit on the Board, if applicable. These Organisations are entitled to one vote when all other members are asked to vote at AGM, or EGM's. They are not subject to any dissolution fees and have no right to any of the assets. Currently this list of Like-minded Organisations includes the STA.*

Note: Where the same company is paying a Full Member subscription of both SPATA and BISHTA, they are entitled to two votes as a BSPF member (and not one). Two votes would also apply to a situation where one owner has two different companies in either SPATA or BISHTA and is paying a Full membership subscription for each.

## General

6. (A) The Federation may make Rules for the conduct of its affairs and may alter or revoke such Rules.
- (B) The making of any new rule and the alteration or revocation of any existing rule shall be proposed by the Board to the Federation in **writing**, and shall have effect if approved by a simple majority of the Members voting.
- (C) No Rule may conflict with the Statutes. No new Rule may conflict with an existing Rule.
- (D) The Members of the Federation are bound by the Rules as if section 20 of the Act applied thereto.
- (E) The Board may cause the whole or any part of the Articles to be published as though they were Rules made under this Article.

7. The seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one member of the Board and of the Managing Director or in the presence of two Members of the Board and the said member and Managing Director or the two said Members shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.
8. A notice may be served by the Federation upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members by first or second class mail.
9. Any member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Federation an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid and as provided by the Act only those members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Federation.
10. Any notice if served by post shall be deemed to have been served on the fourth day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
11. Every Member of the Board or Officer of the Federation, or any person (whether an Officer of the Federation or not) employed by the Federation as auditor shall be indemnified out of the funds of the Federation against all liability incurred by him as such Member of the Board Officer or auditor in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act in which relief is granted to him by the Court.
12. If the Rules conflict with the Articles, then the Articles prevail.
13. The decision of the Board shall be final on any question concerning the interpretation and effect of the Rules.
14. The Board may, subject to the approval of the Federation in General Meeting raise money by a management fee charged to its constituent organisations, or by a membership fee to any Like-minded Organisations.
15. (A) Full Members and BISHTA Affiliates and BISHTA Allied Trades members shall be entitled to:
  - (i) receive notices of, attend and vote at General Meetings;
  - (ii) receive all reports, accounts, documents, circulars, information sheets and other literature from the Federation;
  - (iii) propose persons for Membership.
- (B) Associate, Overseas, Honorary Members and Like-Minded Organisations shall be entitled to:
  - (i) receive notices of and attend General Meetings;
  - (ii) receive all reports, accounts, documents, circulars, information sheets and other literature from the Federation as appropriate to their class of Membership.
  - (iii) propose persons for Membership.

16. (A) Every Member of the Federation shall cease to be a Member of the Federation as from the date of any one of the following events:
- (i) If the Member shall be convicted of an indictable offence;
  - (ii) If being an individual the Member dies or becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983;
  - (iii) If a Member (being an individual) or the firm (if any) of which he is a partner shall suspend payment of his or their debts or becomes bankrupt or if a receiving order shall be made against him or such firm;
  - (iv) If being a Company an order or an effective resolution to wind up the Member shall be made or passed (except for the purposes of reconstruction) or if the Company is otherwise dissolved;
  - (v) If the Member gives three months notice in writing to the Managing Director of the Federation or its constituent organisation resigning such Membership;
  - (vi) If the Member's subscription to a constituent organisation for any part year shall have been in arrears for three months after the same shall have become due and duly invoiced;
  - (vii) If the Board expels the Member in accordance with Article 23 (C).
- (B) If any person who ceases to be a Member by reason of the events referred to in Articles 16 (A) (v) and (vi) re-applies for Membership at a subsequent date, the Board may by a Resolution passed by three quarters at least of those present at a Meeting of the Board re-admit him to Membership upon such terms and conditions as it thinks fit.
- (C) Any Member ceasing to be entitled to Membership shall notwithstanding that fact, remain liable to pay any subscription or other sums due to the Federation or any of its constituent organisations from him at the date of cessation.

## The Board

### General

17. (A) The Board shall for all purposes be the governing body of the Federation and shall consist of persons who fall within one of the following categories:
- (a) The Chairman of each constituent organisation will be entitled to a seat on the Board. The number of representatives from each constituent organisation shall be agreed from time to time by the Board.
  - (b) Where applicable, Like-Minded Organisations may be invited to attend the Board, and will have voting rights.
  - (c) The BSPF Managing Director.
- (B) The Board shall comprise:
- (a) The President, who shall act as Chairman;
  - (b) The Vice-President, who shall act as Vice-Chairman;
  - (c) The Junior Vice-President, who shall act as Deputy Vice-Chairman;
  - (d) The Immediate Past President;
  - (e) The Honorary Treasurer;
  - (f) In addition to the roles above, one or two representatives from each constituent organisation as outlined in 18 below.
  - (g) The BSPF Managing Director
- (C) The first five persons referred to in Article 22 (B) are the Officers of the Federation.
- (D) If a Member of the Board is unable to attend a meeting of the Board he may appoint an alternate from amongst the members of his constituent organisation or the other Members of the Board to speak and vote in his place. A form of appointment in the form prescribed by the Board (which may relate to one or more meetings) shall be delivered to the Managing Director of the Federation before the first meeting at which it is to take effect.

- (E) No Member of the Board shall be required to vacate office on attaining the age of 70 or any other age.
- (F) No partnership or corporation shall be a member of the Board.

#### Election and Retirement of Board Members

18. (A) Both SPATA and BISHTA (as constituent organisations) shall be entitled to nominate two persons for election to the Board at each Annual General Meeting, with one person each able to represent any wholly owned subsidiaries, such as PIP and SPATEX. Like-Minded Organisations may also be invited to sit on the Board and vote. Each such person shall serve for three years, and shall be eligible for re-election on completion of this period. On adoption of these Articles, the Board shall agree and adopt a procedure for rotation of Board Members' terms of office to ensure an orderly progression.
- (B) No person may be elected to the Board unless:
- (a) (i) he shall have been nominated by a constituent organisation or
  - (ii) one or more constituent organisations not having nominated a person for election, he is elected in place of such a person and
  - (b) he shall be qualified under Article 17 (A).
- (C) Subject to Article 23 the Board may co-opt such other persons as it considers necessary; without prejudice to the right of the Board to co-opt such persons again. Each such co-opted person shall retire at the Annual General Meeting following his co-optation. No co-opted Member shall be entitled to vote at any meeting of the Board.
- (D) (i) Subject to Article 18 (D) (ii), at the Annual General Meeting of the Federation:
- (a) the person who shall until then have been President shall become Immediate Past President, unless he is willing to remain in office for one additional year only and a vote is in favour of this one year extension. After the one year extension, he would then become the Immediate Past President;
  - (b) the person who shall until then have been Vice-President shall become President, unless the current President is voted to remain in office for one additional year. After this one year extension, the Vice President would then become President;
  - (c) the person who shall until then have been Junior Vice-President shall become Vice-President, unless there is a one year extension for the Vice President, as outlined above;
  - (d) the person who shall until then have been Immediate Past President shall cease to be Immediate Past President, unless there is a one year extension for the President as outlined above.
- (ii) If a person shall be unwilling to accept office in accordance with Article 18 (D) (i), there shall be a casual vacancy in that office.
- (E) At its last meeting before each Annual General Meeting the Board shall invite nominations from constituent organisations for persons qualified under Article 22 (A) for a Junior Vice-President to take office at the next Annual General Meeting and to hold office until the next Annual General Meeting thereafter, unless there is a one year extension as outlined in 18D above. Nominations shall be circulated to Full Members to vote by postal ballot and the result shall be ratified at the Annual General Meeting.
- (F) (i) Any casual vacancy amongst the Officers of the Federation shall be filled by election by the Board, from amongst the persons qualified under Article 17 (A), as soon as is reasonably practicable after it shall have occurred.
- (ii) If a casual vacancy is filled by the promotion of another Officer then the Office vacated by that Officer shall be filled in a similar manner.



- (G) No President shall be eligible for election as an Officer of the Federation for a period of five years from the date of termination of his period of office (which may be a period of one or two years).
- (H) The National Board shall elect from amongst those qualified in accordance with Article 17 (A) an Honorary Treasurer who shall retire at the Annual General Meeting following his election but shall be eligible for re-election.

#### Powers of the Board of Management

- 19. (A) The business of the Federation shall be managed by the Board, which shall have the power to do everything which is not required by law to be done by the Federation in General Meeting.
- (B) Only the following matter may be dealt with at any meeting of the Board at which less than **six** Members are present:
  - (a) the calling of a General Meeting of the Federation.
- (C) The Board may exercise all the powers of the Federation to borrow money and to mortgage or charge its undertaking and property 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 Federation or of any third party.
- (D) The Board may by resolution resolve that the Federation appoint any person or persons as its attorney or attorneys.
- (E) The Board shall by resolution determine who may sign cheques, promissory notes, drafts, bills of exchange and other negotiable instruments on behalf of the Federation.
- (F)
  - (a) The Board may appoint any person to be an Honorary Patron of the Federation and may terminate such appointment.
  - (b) No Honorary Patron shall be entitled to participate in the management of the Federation.

#### The Executive

- 20. (A) The Executive shall comprise the President, the Vice-President, the Junior Vice-President, the Immediate Past President, the Treasurer and such other Members of the Federation as may be appointed thereto by the President with the approval of the Board.
- (B) Any Member (excluding the Managing Director) appointed by the President shall retire at the conclusion of one year following the date of his appointment and shall not be entitled to vote.
- (C) The Executive shall run the day to day business of the Federation on behalf of and in accordance with any directions given by the Board, the provisions of the Articles and the Rules.
- (D) The Executive may deal with matters relating to paid employees of the Federation.
- (E) Subject to the Articles of Association and the Rules, the Executive shall regulate its proceedings as it considers most expedient in the interests of the Federation.
- (F) The quorum for any meeting of the Executive shall be three Members present in person.

## Proceedings of the Board of Management

21. (A) Subject to the Articles and the Rules, the Board shall regulate its proceedings as it considers most expedient in the interest of the Federation.
- (B) Questions arising in any meeting of the Board shall be decided by the majority of votes. Where a constituent organisation is not represented by two members (where applicable) at any meeting due to unavoidable absence, the member representing that organisation at the meeting shall exercise two votes, unless the other member has provided a written response for how their vote would have been cast.
- (C) In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (D) Subject to Article 24 (B) and unless otherwise determined by the Board, **six** Members shall constitute a quorum, of which there must be at least one Member representing each constituent organisation.
- (E) The order of persons entitled to chair at meetings of the Board is:
- (a) the President;
  - (b) the Vice-President;
  - (c) the Junior Vice-President
  - (d) such other Member as may be elected by those Members of the Board who are present.
- (F) The Managing Director shall call a meeting of the Board within 30 days of being asked to do so by the President or any other three Members of the Board and shall give at least 7 days notice to Members of the Board of all meetings of the Board.
- (G) The absence of any Member of the Board shall not affect the ability of the Board to exercise the authorities, powers and discretions which are for the time being vested in it.
- (H) The Board may from time to time appoint Sub-Committees of itself consisting of persons qualified under Article 17 (A) to which may be delegated such of its powers as the Board thinks expedient in the interests of the Federation.
- (I) The Board may invite any person to give verbal or written specialist advice to it on any subject.
- (J) All acts done in good faith at any meeting of the Board or any Sub-Committee of the Board shall be and be considered to be valid notwithstanding any later discovery of any defect in the appointment or continuance in office of any Member of the Board or any such Sub-Committee.
- (K) Proper minutes shall be kept of all:
- (a) meetings of the Board;
  - (b) meetings of the Sub-Committees of the Board;
  - (c) appointments and termination of appointments of officers and employees of the Federation.
- (L) A resolution in writing signed by all Members of the Board shall be valid and effectual as if it had been passed at a meeting of the Board.

### Sub-Committees of the Board

22. (A) The President, Vice-President and Junior Vice-President shall be ex-officio Members of all Sub-Committees and the Managing Director shall be entitled to attend all meetings of Sub-Committees.
- (B) Each Sub-Committee shall prepare and submit to each meeting of the Board a report on the business transacted by it. The Board may adopt any recommendations contained in such a report and, if it does so, such recommendations shall constitute a decision of the Board.
- (C) Without prejudice to the generality of its powers under the Articles and the Rules and whether or not Article 31 shall apply, the Board may set up a Disciplinary Committee with such terms of reference as the Board shall think fit.

### Disqualification of Board Members

23. A Member of the Board shall be disqualified and vacate his office if the Member:
- (A) Resigns their his office as Member of the Board;
- (B) The Company which (s)he represents ceases to be actively engaged in the Swimming Pool Industry;
- (C) Fails to attend three consecutive Board meetings without offering an acceptable reason;
- (D) Would not at any time be qualified in accordance with Article 22 (A).

### Meetings of the Federation

24. (A) Any Company which is a Member of the Federation may act at any meeting of the Federation by a duly authorised representative whose identity shall have been notified in writing to the Managing Director. A Company may also nominate a deputy to represent it in the absence of its authorised representative.
- (B) Only Members who are not suspended are entitled to one vote in respect of each matter on which a vote shall be required at any meeting of the Federation or of the Members of any Region of the Federation.
- (C) Any instrument appointing a proxy and any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of any such document, shall be deposited at the registered office of the Federation, or such other place within Great Britain and Ireland as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.

- (D) On a poll, votes may be given either personally or by proxy or, in the case of Members which are Companies, personally by their duly authorised representatives. The form of proxy shall be in the following form:

“The British Swimming Pool Federation Limited

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“I \_\_\_\_\_ of \_\_\_\_\_ in the County \_\_\_\_\_ of \_\_\_\_\_ being a Full Member of the \_\_\_\_\_ above named Federation hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (Annual/Extraordinary as the case may be) General Meeting of the Federation to be held on the \_\_\_\_\_ day of \_\_\_\_\_ Two thousand and \_\_\_\_\_ and at any adjournment thereof

Signed this \_\_\_\_\_ day of \_\_\_\_\_ Two thousand and \_\_\_\_\_ .

This form is to be used \* In favour of the Resolution  
Against

Unless otherwise instructed the proxy will vote as he thinks fit.

\* Strike out which is not desired.

- (E) To the extent (if at all) permitted by law, any matter which may be dealt with by an Ordinary Resolution may be determined, if the Board so resolves, by a postal ballot.
- (F) Each Member shall make every effort to attend or be represented at every Meeting which he is entitled to attend and shall, in default of such attendance, deliver an apology to the Managing Director.
- (G) Matters discussed at any meeting are confidential and shall not be disclosed to any person who is not a Member of the Federation unless a majority of the Members present at a meeting otherwise decide.
- (H) The Annual General Meeting shall be held not later than the 30<sup>th</sup> November in each calendar year. A preliminary notice of the date, time and place of the meeting shall be sent to all Members at least six weeks before the proposed date of the Meeting.
- (I) If, within half an hour of the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any case, it shall be adjourned to such time and place as the Members present shall determine, with at least 14 days notice.
- (J) Written notice of any Resolutions or other business which any Member wishes to raise at a General Meeting (other than resolutions or other business for which a different time limit is prescribed by the Statutes) must be signed by the Member and delivered to the Managing Director not later than four weeks before the date of the meeting.
- (K) Any Member who has a suggestion or suggestions to make as distinct from business to be discussed by the Federation in General Meeting shall inform the Managing Director in writing of the nature of such suggestion or suggestions. On receipt of any such suggestion or suggestions, the Managing Director shall bring the same before the Board, which shall decide whether or not it should be raised as business at a future General Meeting.

- (L) At least twenty-one days notice in writing of every meeting convened to pass a Special Resolution and at least fourteen days notice in writing shall be given of every Extraordinary General Meeting (exclusive both of the day on which it is served and of the day of the meeting) specifying the place, the day and the hour of the meeting and the nature of the business to be discussed.
- (M) The accidental omission to give notice of a meeting or the non-receipt of the same by any Member shall not invalidate any Resolution passed or other proceedings taken at any Meeting.
- (N) No business shall be transacted at any General Meeting unless a quorum is present. Except as provided by Article 24(I), ten Full Members present personally or, in the case of Members which are Companies, by duly authorised representatives shall be a quorum.
- (O) The order of persons entitled to preside at meetings of the Federation is:
  - (a) the President;
  - (b) the Vice-President;
  - (c) the Junior Vice-President;
  - (d) such other person qualified under Article 22 (A) as may be elected by those Members of the Federation who are present.
- (P) The Chairman may, with the consent of the majority of Members of the Federation at which a quorum is present, adjourn the meeting. If a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting.
- (Q) At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands of those Members entitled to vote or their duly authorised representatives, unless a poll is called for. A declaration by the Chairman of the meeting of the result of such a vote and an entry to that effect in the Minutes Book of the Federation shall be conclusive evidence of the result of the vote.
- (R) If a poll is demanded, it shall be taken either immediately or at such time and place and in such manner as the Chairman shall direct.
- (S) No poll shall be demanded on the election of a Chairman or on a question of adjournment.
- (T) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- (U) A meeting at which a poll has been demanded shall continue for the transaction of any business other than that on which the poll has been demanded.
- (V) The Managing Director shall keep a register of all persons attending meetings and minutes of all business transacted at all meeting of the Federation.

#### Accounts

- 25. (A) (a) The Board shall ensure that proper records of account are kept in such a manner as to ensure that the Federation's accountants are lawfully able to produce accounts which are not qualified in any way.
- (b) The records of account shall be kept at the Registered Office of the Federation or, subject to section 147 (3) of the Act, and such other place as the Board shall determine.
- (c) The records of Accounts shall at all times be available for inspection by Members of the Board.
- (d) Subject to any statutory or legal rights, the Board shall determine the circumstances under which the records of account may be inspected by persons other than Members of the Board.

- (B) The Board shall cause a proper Income and Expenditure Account and a proper Balance Sheet to be laid before the Federation in every year. Copies of such Accounts and Balance Sheet, shall be forwarded to all Members.
- (C) The Accounts of the Federation shall be prepared by a properly qualified accountant at least once in every year.

### **Managing Director**

- 26. (A) The Managing Director shall be appointed by the Executive upon such conditions as it thinks fit. The Executive may by resolution terminate the appointment of any Managing Director, without prejudice to the legal process.
- (B) The terms of the Managing Director's contract of employment shall be agreed between the Managing Director, or his representative on the one hand and the Executive on the other hand.
- (C) (a) The Managing Director shall keep such registers, minutes and other records (whether or not specifically referred to in the Articles or the Rules) as the Board shall from time to time direct and shall in particular keep all records required by the Statutes.
- (c) The Managing Director shall be responsible for the day to day administration of the Federation within the limits of the powers delegated to him by the Board and in accordance with such directions as shall from time to time be given to him by the Executive.
- (c) The Managing Director shall unless prevented from doing so by illness, absence on holiday, other authorised absence or inevitable accident and unless directed otherwise by the Board, attend all meetings of the Board, its Committees and the Executive.

### **Dissolution**

27. Given the requirements of Point 4 in the Memorandum of Association (on page 3), that no monies be given to Members, if the Federation shall be dissolved by any form of liquidation, or striking off, then the assets of the Federation remaining after such dissolution, shall be distributed equally amongst those who were Full Members of the Federation, at the date of its dissolution. Members accept that they cannot vote to have a voluntary liquidation, simply to realise the assets of the Association, unless there is the imminent likelihood of the company becoming insolvent, as these monies are needed collectively to promote the industry.

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