

**RULES**  
**of the**  
**BRITISH WOODWORKING FEDERATION**

1. **General**

Date of Commencement

These Rules shall come into operation on 16<sup>th</sup> July 2015 and shall supersede all previously existing Rules of the British Woodworking Federation (the Federation).

Name

The name of the Federation is the "British Woodworking Federation". The Federation is a company limited by guarantee with out a share capital

2. **Definitions**

Throughout these Rules:

Affiliated Organisations

Affiliated Organisations are the organisations referred to in rule 3.5

Annual General Meeting

'Annual General Meeting` means the Annual General Meeting of the Federation.

Associates

'Associates` are firms which though not eligible for membership wish to be associated with the Federation. No person or firm eligible for membership may be an Associate.

Associates (Overseas)

Associates (Overseas) are the companies, firms and individuals referred to in rule 3.6

Associates (Technical)

Associates (Technical) are the companies, firms and individuals referred to in rule 3.3

Associates (Trade)

Associates (Trade) are the companies, firms and individuals referred to in rule 3.4

Code of Conduct

The BWF Code of Conduct means the Code and its associated compliance guidance,

which BWF Primary and Secondary Members are required to comply with as a condition of membership.

### Council

The 'Council' means the elected representatives of the membership.

### Established Branch

'Established Branch' means (i) an undertaking of a Member carried on from any premises which are situated in a locality other than that in which his head office is situated, and of which he is the freeholder or tenant and from which he carries on the business of a joinery or woodworking manufacturing undertaking but does not include yards or land used solely for the storage of plant or materials.

### Executive Committee

'Executive Council' means the Executive Committee of the Federation.

### Federation

'Federation' means the British Woodworking Federation.

### Financial Year

'Financial Year' means the year ending 31 December.

### Member

'Member' means and includes any corporation, company, firm or individual which has been admitted to membership in accordance with these Rules including a principal, director, partner or employee of a Member but excluding a Provisional Member.

### Operations

'Operations' means employment of workers, sub-contractors and others and the supply of goods and services in the joinery and woodworking industry.

### Primary Member

A company, firm or individual whose sole or main business activity is the manufacture of joinery or woodworking products

### Professional Accountant

'Professional Accountant' means a member of one or more of the following bodies:

- (a) the Institute of Chartered Accountants in England and Wales;
- (b) the Institute of Chartered Accountants of Scotland;
- (c) the Association of Certified Accountants;

- (d) the Institute of Chartered Accountants in Ireland;
- (e) any other body of accountants established in the United Kingdom and for the time being recognised for the purposes of section 389(1)(a) of the Companies Act 1985 or any amendment or re-enactment thereof by the Secretary of State, or a person who is for the time being authorised by the Secretary of State under section 389(1)(b) of that Act as being a person with similar qualifications obtained outside the United Kingdom.

#### Provisional Member

'Provisional Member` means and includes any corporation, company, firm or individual which has applied for membership and been admitted on conditions set out in Rule 3.15.

#### Secondary Member

A company whose main activity is general construction, but includes joinery manufacture and which is a primary member of the National Federation of Builders or any another Association of Federation where this type of relationship is deemed appropriate by the Council

#### Start-Up Member

A company which is eligible for membership, but which has not yet completed two years' trading as defined in Rule 3.16.

#### Subscription Return

'Subscription Return' means a return, in the special form as from time to time approved by the Council, of the Turnover of a Member.

#### Turnover

'Turnover' means the value of all work carried out in joinery and woodworking manufacture in the United Kingdom, such value being ascertained in accordance with the Member's normal accounting practices and including the Turnover of any Established Branches of the Member.

### **3. Membership**

#### Eligibility

- 3.1 All corporations, companies, firms and individuals who were Members of the Federation immediately before the date of adoption of these Rules. In addition any corporation, company, firm and individual shall be eligible to apply to become a Member of the Federation in accordance with Rule 3 if it is engaged in Operations as hereinbefore defined.
- 3.2 Companies, firms or individuals engaged in the manufacture of joinery, timber engineered or structural components, in timber frame construction

or other woodworking activities in the U.K. to the standards approved by the Federation shall be eligible to apply to become Members of the Federation.

- 3.3 Companies, firms and individuals who are not engaged in woodwork manufacture but who are engaged in the provision of technical services which are used by a significant number of Members may apply to become Associates (Technical).
- 3.4 Companies, firms and individuals who are not engaged in woodwork manufacture but who are engaged in the manufacture and sale of machinery, equipment and other products or materials which are used by a significant number of Members may apply to become Associates (Trade).
- 3.5 Trade Organisations based in the UK to represent the interests of suppliers of materials, machinery, equipment and other products may apply to become an Affiliated Organisation.
- 3.6 Companies, firms and individuals engaged in the manufacture of joinery, timber engineered or structural components, in timber frame construction or other woodworking activities who base of operations is situated outside the U.K. to the standards approved by the Federation and supply the UK market with products within this definition shall be eligible to apply to become Associates (Overseas) of the Federation, if already a member or applying to join a BWF Product marketing Scheme.

#### Obligations of Membership

- 3.7 Every Member shall:-
  - 3.7.1 accept the Rules and regulations of the Federation;
  - 3.7.2 have its subscription ascertained in accordance with Rule 5.10 or 5.11;
- 3.8 The Council shall, prescribe the terms and conditions of admission for all classes of membership.

#### Register of Members

- 3.9 A Register of Members shall be kept at the registered office of the Federation and shall be available for inspection by Members between the hours of 10 am and 4 pm on all days when the office is open for business.

#### Admission of Members

- 3.10 The Federation is an organisation of employers in the woodworking industry.
- 3.11 'Turnover' means the value of all work carried out in joinery and

woodworking manufacture in the United Kingdom, such value being ascertained in accordance with the Member's normal accounting practices. All applications for Membership shall be made to the Federation Secretary. A company, firm or individual applying for full membership shall submit in support of their application evidence of having traded for more than two years, their most recent set of accounts and the names of four referees.

- 3.12 No person belonging to an organisation of operatives representing interests involved in the woodworking industry shall be admitted to membership of the Federation.
- 3.13 No applicant eligible for membership shall by way of any arbitrary or unreasonable discrimination be excluded from membership.
- 3.14 A decision under these rules to admit an applicant to membership shall not take effect before the applicant has paid a subscription in accordance with these rules.
- 3.15 The Council shall approve all applications to become a member of the Federation.
- 3.16 An applicant may choose to seek provisional membership of the Federation by submitting a subscription payment with their application, which shall not be less than the equivalent of three-twelfths of their full annual subscription, calculated according to paragraph 5.10 or 5.11. A Provisional Member is entitled to receive information from the Federation and to attend open Members' meetings and events. Provisional Members are not Voting Members. Provisional members will be confirmed as Full Members on completion on the normal application process and approval of the Council. Provisional members may withdraw their applications without cost or penalty within fourteen days of acknowledgement of the receipt of their application being sent by the BWF. If a Provisional Member withdraws their application after this time or if the Council does not approve the application, the Federation shall return their subscription payment, subject to a charge for such services which have been received, which shall be the equivalent of one-twelfth of the annual subscription payable for each full month since the application was received, but this sum will not be less than three-twelfths of the annual subscription.
- 3.17 A company, firm or individual may apply for Start-Up Membership if they have been trading for less than two years. In addition to the evidence required to be submitted with an application in paragraph 3.11, an applicant applying for Start-Up Membership must also submit the name of a referee who will confirm that the applicant's principals or management have the requisite knowledge and experience to manage a joinery business, a meaningful business plan and a reference from a bank or accountant to demonstrate their financial stability. Start-up Members subscriptions will be based on their estimated turnover for the first year of trading, or their actual turnover from the previous year's trading. Once an applicant has been approved by the Council as a Start-Up

Member, the Federation will not accept a notice of resignation within 24 months. Start-Up Members shall be entitled to receive notice of and vote at any General Meeting of the Federation.

### Retirement of Members

- 3.18 Members wishing to retire from membership shall give at least six calendar months' notice to the Federation Secretary and shall pay up all indebtedness (if any) and on retiring shall cease to have interest or claim upon any funds of the Federation.
- 3.19 The Federation will not accept a notice to retire from membership from any member which has not completed twelve months in membership.

### Powers of Expulsion

- 3.20 The power to reprimand a Member, suspend from membership for any period, or expel from membership or impose any other disciplinary sanction of the Federation shall rest with the Executive Council.
- 3.21 A Member who acts in breach of these rules, or contrary to the interests of the Federation may be reprimanded or expelled from membership.
- 3.22 A Member shall not be reprimanded, suspended or expelled from membership of the Federation (except as provided in clauses 5.23-5.25 inclusive) unless he has been given written notice of the charges brought against him, allowed a reasonable time to prepare his defence and afforded a full and fair hearing. After the hearing a written statement of the findings resulting from the hearing shall be given to the Member and such statement shall refer to the rights of appeal given in Appendix A.
- 3.23 All subscriptions due from a Member so expelled must be paid in full up to the date of expulsion, and subscriptions from a Member suspended shall continue to be due for the period of that suspension. A Member so expelled or suspended but only for the period of that suspension shall thereupon cease to have any interest in or claim upon any funds of the Federation.
- 3.24 With the exception of the provisions set out in Rule 5.23-5.25 inclusive no Member shall be deprived of any of his rights, including the right to receive information and advice, until his appeal has been heard or the time for appealing has expired without his having exercised his right of appeal.

### Bankruptcy of Member

- 3.25 A Member shall cease to be a Member of the Federation if he becomes bankrupt or compounds with his creditors or, being a company, goes into compulsory liquidation or passes any resolution of voluntary liquidation, except only for the purpose of reconstruction or amalgamation.

### Members in Suspension or Exclusion

- 3.26 No member of any Member which is in suspension or exclusion from membership of the Federation may exercise any office nor take part in any proceedings of the Federation during the period of such suspension or exclusion.

### Appeals

- 3.27 If any Member should feel dissatisfied with the decision of the Executive Committee or Council in regard to any question that may have arisen in connection with matters involved in general policy or in the matter of his membership of the Federation, he shall be entitled to appeal against the decision in accordance with the rights given in Appendix A.

### Honorary Members and Patrons

- 3.28 The Council may appoint as Honorary Members for such periods as it may determine persons who have rendered distinguished service to the Federation. Honorary Members shall be entitled to receive notice of, attend but not vote, at Council and at General Meetings.
- 3.29 The Council may appoint Patrons, for such period or periods as it may determine.

### Information Subscribers

- 3.30 The Federation Secretary may maintain an 'Information List' of persons, bodies or firms not eligible for membership who desire to be kept apprised of matters in which they are interested. Inclusion shall be upon such terms and subject to such conditions as the Council may from time to time determine.

### Affiliated Organisations

- 3.31 The Council shall have power to enter into agreements upon such terms and conditions as regards subscription, representation and all other matters as the Council may determine with other organisations pursuing similar objects within the United Kingdom to those of the Federation so that any such organisation shall become affiliated to the Federation. Any such affiliated organisation and its members shall be bound by these rules except and insofar as they may be varied by the affiliation agreement or an appropriate Memorandum of Understanding.

### Overseas Affiliated Organisations

- 3.32 The Council may make arrangements with kindred associations for the furnishing of information or otherwise upon such terms as the Executive Council may deem appropriate and may invite any members of any such association for the time being in this country to attend Council or General Meetings.

## 4 **Composition of the Council**

- 4.1 The Council shall consist of:-
- 4.1.2 The officers of the Federation.
  - 4.1.3 Not more than ten members to be elected by ballot each year at Annual General Meeting.
  - 4.1.4 Members co-opted by the Council
  - 4.1.5 The Chairman of any Committee including Chairman for Regions or Devolved nations appointed by the Council
  - 4.1.6 The maximum number of members shall be 25
- 4.2 At least one month before the Annual General Meeting, the Secretary shall invite nominations of representatives for election as ordinary members of the Council and to confirm the Council's nominations for the BWF Officers / Board for the ensuing year.
- Such nomination shall be received by the Secretary fourteen clear days before the Meeting.  
In the case that there are more candidates than there are places for each position, then these will be elected by the members by secret ballot at the meeting
- 4.3 At each annual general meeting, the Council shall nominate persons as directors of the Federation to hold the offices of President, Honorary Treasurer, Vice-President to be appointed by an ordinary resolution of the Members. The Council shall also nominate other persons as directors of the Federation to serve as directors of the Federation. These nominations will be decided by a secret vote of the Members of the Council with each Council Member entitled to one vote.
- 4.4 Any casual vacancy upon the Council may be filled by the Council as it occurs.
- 4.5 The Council shall have power to co-opt members and may co-opt representatives of the Associates and Affiliated Organisations  
Representatives of Associates and Affiliated Organisations shall have no vote.
- 4.6 The Council may at any time elect Honorary Members of the Council who shall remain a member until the next Annual General Meeting and who shall be eligible for re-election. Such Honorary Members shall have a right to attend and speak at meetings of the Council and at General Meetings but shall have no vote and shall not count in the quorum required.



## **5. Federation Funds**

### Council to Control Funds

- 5.1** The Council shall have full control of the funds and property of the Federation and may appoint an agent to hold and manage its funds or a Trustee or a Trust Corporation in whose name such property and funds as the Council may determine shall be vested.

### Statement of Accounts

- 5.2** The Honorary Treasurer shall present annually to the Council a Statement of Accounts.
- 5.3** The Honorary Treasurer shall on behalf of the Executive Committee present annually to the Annual General meeting an audited Statement of Accounts.
- 5.4** No personal liability shall attach to the Honorary Treasurer in respect of any error omission in these Statements of Accounts or in respect of any default or alleged default in the discharge of the duties of his office.

### Audit of Accounts

- 5.5** The Accounts shall be audited by a Professional Accountant appointed at a General Meeting.
- 5.6** The Professional Accountant appointed as Auditor shall only be removed from office by a resolution passed at a General Meeting appointing another Professional Accountant instead of him or providing expressly that he shall be re-appointed.

### Inspection of Accounts

- 5.7** A Member shall only have the right between 10 am and 4 pm on all days when the office is open for business and after giving notice of not less than seven days and by prior arrangement with the Federation Secretary to inspect the accounting records of the Federation provided that this Rule shall confer no right to inspect any records containing information relating to matters the subject of the Data Protection Act and subscriptions payable by other Members.

### Raising of Funds

- 5.8** Funds of the Federation shall be raised by Entrance Fees, Annual Subscriptions, Donations and such levies as may from time to time be authorised under these Rules. Provided that no Entrance Fee shall exceed one year's subscription.

### Subscriptions

- 5.9** The basis of subscription for each Member shall be each Member's

Turnover for the Member's financial year ending in the calendar year two years before the calendar year in respect of which the subscription is payable including turnover in respect of the Established Branches as herein defined.

- 5.10** The basis of subscription for Full Members of the National Federation of Builders (NFB) and any other organisation as the Council may from time to time determine. shall be calculated in accordance with the formula contained in Appendix B.
- 5.11** For the purpose of ensuring accurate returns of Turnover of each Member it shall be the duty of each Member to make a Subscription Return on or before the Thirty-First day of July in each year, to the Chief Executive of the Federation unless otherwise determined by the Council.
- 5.12** A Subscription Return shall be treated as having been certified if:-
- 5.12.1** the Members submits with his Subscription Return a copy of his audited accounts showing the same figure of Turnover as that declared on the Subscription Return; or
- 5.12.2** the Subscription Return is certified as accurate by a Professional Accountant or Chartered Secretary provided or she is not the signatory of the Subscription Return.

and the figure will form the basis of the subscription paid by a Member.

#### Assessment in Default of Certified Subscription

- 5.13** If a Member fails to submit a Subscription Return by 30 October, the Federation shall assess his subscription for the following year on the basis of 125% of the current year's subscription, notwithstanding any discounts which may have been granted. If the member subsequently submits a Subscription Return before he has paid the assessed subscription, his subscription shall be re-calculated on the basis of the Subscription Return.
- 5.14** If, in the opinion of the Chief Executive of the Federation, there was a sound reason for a Member not to submit a return, the Chief Executive shall be empowered jointly to establish the appropriate figure of Turnover.

#### Audit of Subscription

- 5.15** An audit review panel consisting of the Chief Executive and the Federation Secretary shall make random checks of individual subscriptions including those of Minimum Subscribers. The audit review panel shall report on such checks to the Honorary Treasurer without identifying individual Members.

#### Rates of Subscription

- 5.16** For the purpose of ascertaining the amount of subscription payable by each Member, the Council shall fix a number of rates of subscription and shall decide the amount of Turnover to which each rate shall apply. The total subscription payable shall be the aggregate of the products obtained by multiplying each part of the Turnover by the rate of subscription applicable to that part.
- 5.17** The power of the Council to fix the rates of subscription shall include power to allow discounts.
- 5.18** The Council shall have power to determine minimum levels of Turnover for the purposes of subscription calculation. Where the Turnover of a Member does not exceed the minimum, his subscription shall be calculated as though his Turnover were the minimum determined pursuant to this Rule.
- 5.19** For the purposes of Rule 5.17 the Council shall decide annually in respect of the ensuing year:
- 5.19.1** the number of subscription bands to apply to Turnover and the amounts for which each band is to apply under Rule 5.17
  - 5.19.2** the rate of subscription to pay to each band under Rule 5.17
  - 5.19.3** the discounts, if any, to be allowed under Rule 5.17
  - 5.19.4** the minimum levels of Turnover to apply under Rule 5.19
- 5.20** The subscription of a new Member shall be in the calendar year of that Member's admission to membership be calculated in accordance with these Rule 5.20, save that the subscription payable shall be discounted by one twelfth for each full month preceding the issue of a written demand for the subscription due from the Member.
- 5.21** Subscriptions shall be due on 1 January each year.

#### Special Levy

- 5.22** The Federation shall have power at a General Meeting to impose a levy on all its Members for a particular purpose. The Federation shall also have power at a Special General Meeting, in case of emergency, to impose a levy on all its Members. The method of assessment, collection and enforcement shall be the same as for subscriptions, unless otherwise ordered by the meeting which imposes the levy. Provided that no levy imposed on a member shall exceed five times his subscription for that year.

#### Penalties for non-payment of Subscription

- 5.23** A Member shall be suspended from membership by the Federation if the subscription or levy duly demanded in accordance with these Rules remains unpaid on 31 March, in the case of annual subscriptions, or four months from the date of the demand in all other cases, and such suspension shall take effect forthwith, but without prejudice to the right of the member to appeal thereafter against that suspension.

- 5.24** If the annual subscription continues to remain unpaid on 30 April, the Federation will expel the member. The Federation will regard this as a de facto resignation and will invoice the member for four months' membership and six months' resignation notice period.
- 5.25** In the case of any other subscription or levy which remains unpaid at a date two months after the expiration of the period specified in Rule 4.23 5.25, the Federation, may expel the member, whether suspended or not, provided that at least 30 days' notice shall have been given to him of the intention to expel.
- 5.26** Any sum due may be recovered from the Member as a debt.

### Alterations to the Rules

- 5.27** Alterations to these Rules, or any agreed amendments to proposed alterations, may be made at any meeting of the Council which may at its discretion delegate such authority to the Officers provided that one months' notice of the proposed alterations has been given prior thereto to the Chief Executive Officer in writing. On receipt of the said notice, the proposed alterations to these Rules shall at once be communicated to all Members of the Council for their consideration.

### Duties of Members

- 5.28** Members shall loyally abide by and comply with the Rules and regulations of the Federation and at all times promote the unity of the Federation.
- 5.29** Members shall abide and comply with all decisions of the Executive Committee and Council and, in particular, comply with the Code of Conduct approved by the Annual General Meeting.
- 5.30** The Federation shall not be concerned with any agreement or recommendation which affects or might be concerned with any agreement or held to affect the prices charged or the terms or conditions upon which goods or works are or are to be supplied.
- 5.31** Members shall comply with any Order made by or any undertaking given by the Federation to the Restrictive Practices Court.
- 5.32** No recommendation, either expressed or implied, shall be made in respect of the use of any conditions or contract upon which the name of the Federation either alone or jointly with others may appear.

### Code of Conduct

- 5.33** All Members shall use their best endeavours to comply with the Code of Conduct. All Members shall be bound by the provisions of any complaints procedure approved by the Council to operate in conjunction with the Code of Conduct. From 1 January 2006 onwards, membership shall not

be offered to any company which will not actively engage with the Code of Conduct.

- 5.34** All Members shall receive an assessment visit by an authorised BWF Code of Conduct Assessor once every four years in order to verify whether the Member complies with the Code of Conduct and to recommend such action as the Member may need to take in order to comply.

## 6. **Notices**

### Serving Notices

- 6.1** 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 with the Federation.
- 6.2** Any notice, if served by post, shall be deemed to have been served seventy-two hours after the letter containing the same shall have been posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into the control of a recognised postal carrier.

## **APPENDIX A**

### Rights of Appeal

1. A Member and an applicant for membership shall have the rights of appeal set out herein in respect of:-
  - (a) refusal to admit to membership or a difference of a view on admission;
  - (b) expulsion or suspension from membership;
  - (c) any other matters affecting the membership of an individual member in which the member concerned is aggrieved by a decision of a Region or Local Association.

### Admission to Membership

2. (1) In the event of an applicant for membership being refused admission the procedures in these rules shall then apply.
- (2) If the Council shall refuse admission to a person applying for membership the matter shall be referred immediately to the Federation Secretary provided the applicant within 21 days or the Council within 3 months of the date of such refusal or difference of view shall so request in writing.
- (3) The Federation Secretary shall within 10 days of receipt of such reference set up a Membership Commission which shall consist of:-

An officer nominated by the President (or in his absence by the Senior Vice President).

Two other persons who have held a Presidential or similar office and who have no personal involvement in the case and are conversant with current Federation affairs.

This Commission shall within 3 weeks (or such further time as the President permits on receipt of a written request by the Commission for such further period to be granted) report to the President stating whether the person is to be admitted to membership. Such decision shall be final subject to the applicant, in the event of the Commission upholding a refusal to admit to membership, having a right to appeal to the Council.

### Expulsion or Suspension

3. Any Member, Associate or Affiliated Organisation aggrieved by a decision which was not taken by the Council must first appeal to the Council.
4. If an appeal is made to the Council, the President shall appoint a Commission to

deal with the matter consisting of such members as he shall consider to be appropriate.

5. It shall be the duty of the Commission within three months of its appointment to ascertain the facts of the matter and report thereon to the Council . Its report shall include its recommendation for action by the Council and as to liability for the costs of appeal.
6. The Commission may, before the hearing of an appeal, require the appellant to deposit with the Federation such sum of money as it may determine as security for the costs of the appeal. In deciding the amount, if any, to be so deposited the Commission shall have regard to the respective financial resources of the parties to the appeal and to all other relevant circumstances.
7. Any Member Associate or Affiliated Organisation appealing under this procedure must give notice of appeal to the Secretary within 30 days of being served notice of the decision against which he is appealing and must submit to the Federation Secretary a written statement of the grounds of appeal within 14 days of giving such notice of appeal. If the time limits in this paragraph are not observed the right of appeal shall lapse.
8. Any hearing or appeal to which this Appendix refers shall be conducted in accordance with the rules of natural justice.

## **APPENDIX B**

### **APPENDIX B TO THE BWF'S RULES**

#### **BWF SUBSCRIPTIONS APPLYING TO FULL NFB AND OTHER ORGANISATION MEMBERS EFFECTIVE FROM 1 JANUARY 2001.**

- 1 The basis of subscription for Full Members of the National Federation of Builders (NFB) wishing to continue in membership of the BWF or join the BWF after 1 January 2001 shall be calculated in accordance with the following formula:

<b>NFB Turnover Bands £K</b>	<b>BWF SUBSCRIPTION "Top-Up" £K p.a.</b>
0 - 500,000	275
500,001 - 1,000,000	390
1,000,001 - 1,500,000	520
1,500,001 - 3,500,000	690
3,500,001 - 5,500,000	900
5,500,001 - 11,000,000	1080
11,000,001 - 50,000,000	1265

The basis of subscription for Full Members of any other organisation as the Council may from time to time determine, wishing to continue in membership of the BWF or join the BWF after 1 January 2001 shall be flat "top-up" fee of £1,000 p.a.



# **THE COMPANIES ACT 1985**

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## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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### **MEMORANDUM OF ASSOCIATION OF BRITISH WOODWORKING FEDERATION**

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1. The name of the company (hereinafter called "BWF" or "the Federation") is "British Woodworking Federation".
2. The registered office of the Federation will be situate in England.
3. The objects for which the Federation is established are:-
  - 3.1. To represent its Members in their individual and collective capacities.
  - 3.2. To promote the interests and improve the status of its Members and of the woodworking industry; to seek to improve the climate in which the woodworking industry operates and to promote initiatives to lead to an increased workload for its Members.
  - 3.3. To represent Member(s) to Government, the European Commission, professional institutions, trade unions and other decision-taking bodies.
  - 3.4. To promote the Federation as the representative body for the woodworking industry in England and Wales.
  - 3.5. To maintain a high standard of conduct, to combat unfair practices and to encourage efficiency among Members.
  - 3.6. To negotiate agreements with other bodies which affect the interests of Members.

- 3.7. To provide advice to Members and without prejudice to the generality of the foregoing advice on legal, tax, technical, training and economic matters, on health and safety and on industrial relations.
- 3.8. To maintain a system of finance which shall maintain the Federation in a sound and efficient condition.
- 3.9. To such extent as may appear to the Council to be desirable to:-
  - 3.9.1. afford Members pecuniary, legal or other assistance;
  - 3.9.2. co-operate with any other organisation in furtherance of the objects of the Federation;
  - 3.9.3. affiliate with other organisations pursuing similar objects in whole or in part to the objects of the Federation;
  - 3.9.4. enter into any arrangement for co-operation, joint venture or reciprocal concession with any person, firm, company or institution carrying on, or about to carry on, or engage in any business or transaction which may seem calculated directly or indirectly to benefit the Federation and for such purpose to acquire an interest in, and take part in the management of the business carried on by any such person, firm, company or institution and to enter into any arrangement for taking the profits and bearing the losses of any such business or to make any other arrangements which may seem desirable in regard thereto in the interests of the Federation.
- 3.10. To purchase, take on lease, hire or otherwise acquire, for the purposes of the Federation or as an investment of its funds, any real or personal property, and to maintain, improve, develop and dispose of the same.
- 3.11. To borrow money within the limits fixed from time to time by the Council for the purposes of the Federation.
- 3.12. To promote the establishment of pension schemes for the benefit of those engaged directly or indirectly in the building industry.
- 3.13. To give indemnities and guarantees of any kind.
- 3.14. To provide the best possible service for Members in the woodworking industry generally and in their particular operations, to ensure recognition of those particular operations.
- 3.15. To do all such things as are incidental, ancillary or conducive to the attainment of the aforementioned objects or any of them either itself or through its membership of its membership of related timber or construction industry bodies. Provided that:-

- 3.15.1. In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - 3.15.2. In case the Federation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Skills the Federation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Federation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council have been if no incorporation had been effected, and the incorporation of the Federation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Skills over such Council of the Federation but they shall as regards any such property be subject jointly and separately to such control or authority as if the Federation were not incorporated.
4. The income and property of the Federation howsoever derived shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Federation. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Federation, or to any Member thereof, or to any other person in return for any services actually rendered to the Federation, including the granting of pensions and allowances to any such Officers or servants (not being Members) or their dependants, nor prevent the repayment to any Member of the Federation of any money borrowed by the Federation from any Member and for the purposes thereof, with interest at a reasonable commercial rate, nor the payment of reasonable and proper rent to any Member for premises demised or let to the Federation, nor prevent the bona fide relieving or assisting pursuant to clause 3.12.1 hereof, the widows or families of deceased employees of the Federation, where there are necessitous circumstances in the opinion of the Council of the Federation.
5. The liability of the members is limited.
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 winding-up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £10.00.

We, the several persons whose names and addresses are subscribed are desirous of being formed into an Association in pursuance of this Memorandum of Association

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

---

For and on behalf of

(Signed) .....

For and on behalf of

(Signed).....

---

**Dated**

**Witness** to the above signatures –

**COMPANY NUMBER: [ 5817473 ]**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**THE BRITISH WOODWORKING FEDERATION**

## **INTERPRETATION**

In these articles -

**'the Act'** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

**'Affiliated Organisations'** as defined in the Rules.

**'the articles'** means the articles of the Federation.

**'Associates, Associates (Technical) and Associates (Trade)'** as defined in the Rules.

**'Chief Executive'** means the senior member of staff appointed by the Council on the nomination of the Board of Directors.

**'clear days'** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**'Company Secretary'** means the secretary of the Federation or any other person appointed to perform the duties of the secretary of the Federation, including a joint, assistant or deputy secretary whose duties shall comprise duties under the Companies Act 1985, but excluding the duties of the Federation Secretary.

**'the Council'** means the elected representatives of the membership.

**'executed'** includes any mode of execution.

**'Federation'** means British Woodworking Federation.

**'Federation Secretary'** means the secretary of the Federation or any other person appointed to perform the duties of the secretary of the Federation, including a joint, assistant or deputy secretary but excluding the duties of the Company Secretary.

**'Executive Committee'** means the board of directors of the Federation from time to time as appointed in accordance with the Articles and the Rules.

**'Member'** means and includes a corporation, company, firm or individual which has been admitted to membership in accordance with the Rules

**'Members'** means the group of Members determined in accordance with the Rules.

**'office'** means the registered office of the Federation.

**'Officers'** means the directors from time to time of the Federation.

**"the President"** means the Chairman of the Federation, who is ex-officio Chairman of the Executive Committee and Council.

**'Immediate Past President'** means, from time to time, the person who held the office of President of the Federation immediately prior to the President of the Federation for the time being.

**'the Rules'** means the rules or regulations of the Federation or, as the case may be, the rules or regulations of any of the Federation's associations or divisions, as the Council may stipulate or approve from time to time in its absolute discretion.

**'the seal'** means the common seal of the Federation.

**"Voting Member "** means Members who are entitled by virtue of the Rules to receive notice of, attend and vote at any general or extraordinary general meeting of the Federation excluding Associates, Technical and Trade, provisional Members, Honorary Members and Affiliated Organisations

**'the Trade'** means the any company, firm or individual involved in the manufacture or supply of joinery and woodworking products, or in supplying products and services to those involved in manufacturing joinery and woodworking products.

**'the United Kingdom'** means Great Britain and Northern Ireland.

**'Vice President'** means such person or persons (not exceeding 3 in number) as are elected to this office from time to time.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Federation.

## MEMBERSHIP

- 2 The subscribers to the memorandum of association of the Federation and such other persons as are admitted to membership in accordance with the Articles and the Rules shall be Members of the Federation.
- 3 Only Voting Members as defined by the Rules shall be entitled to receive notice of, attend and vote at any meeting of the Federation and shall have a liability to contribute under paragraph 6 of the Memorandum of Association.
- 4 Members shall be subject to and shall abide by the Rules of the Federation and to such terms and conditions as the Council shall determine including without limitation any Codes of Conduct, adopted by the Federation from time to time determine.
- 5 Every Member shall be bound to further to the best of his ability the objects, interest and influence of the Federation.
- 6 None of the rights and privileges of a Member in relation to the Federation or the management of property thereof shall be chargeable, transferable or transmissible by his own act or by operation of law or otherwise.
- 7 In the event of a Member dying, or becoming of unsound mind, or being adjudicated a bankrupt, or going into liquidation (save for the purposes of a solvent reorganisation), or dissolving a partnership, or agreeing to any assignment for the benefit of or arrangement with his creditors, or the greater part in number or value of them, he shall cease ipso facto to be a Member, and all his rights and privileges as a Member shall absolutely determine; but he shall, if living, be eligible for re-admission at the discretion of the Council.
- 8 Any Member wishing to withdraw from membership of the Federation shall give written notice in accordance with the Rules to the Federation Secretary.
- 9 If the conduct of any Member shall in the opinion of the Council render them unfit to remain a Member of the Federation, or such Member shall fail to adhere to the Rules of the Federation or the terms and conditions as laid down by the Council from time to time (including, without limitation, the timely payment of subscriptions/contributions), the Council may, in its absolute discretion, expel them from the Federation, whereupon they shall immediately cease to be a Member, or suspend them from the Federation, whereupon they shall be suspended as a Member and shall during such suspension forfeit any rights to attend at general meetings and to vote thereat, provided in the case of either expulsion or suspension that such Member shall first be given a proper opportunity to explain their conduct or position to the Council.
- 10 Any person who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Federation all moneys which at the time of his ceasing to be a Member may be due from him to the Federation, or which may become payable by him by virtue of his liability under the

memorandum of association, and shall not be entitled to be repaid the whole or any part of any annual subscription or other money paid by him.

## **GENERAL MEETINGS**

- 11 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 12 The Federation shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings that year, and not more than fifteen months shall elapse between the date of one annual general meeting of the Federation and that of the next.
- 13 The Executive Committee may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Federation may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

- 14 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
  - (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and the auditors.

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



## **PROCEEDINGS AT GENERAL MEETINGS**

- 16 No business, except the election of the chairman, shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a Voting Member or a proxy for a Voting Member or a duly authorised representative of a corporation, shall be a quorum.
- 17 If such a quorum is not present within half an hour from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow), or if during a meeting such a quorum ceases to be present, the meeting, if convened upon such requisition of Voting Members as aforesaid, shall be dissolved, but in any other case shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present, it shall be dissolved.
- 18 The President, or in his absence a Vice-President, or in the absence of both, a director nominated by the members of the Executive Committee present, shall preside as chairman of the meeting. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Voting Members present and entitled to vote shall choose one of their number to be chairman.
- 19 A director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 20 The chairman may, with the consent of a 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 had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 21 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the shown of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
  - (a) by the chairman; or
  - (b) by at least five Members having the right to vote at the meeting.;

and a demand by a person as proxy for a Voting Member shall be the same as a demand by the Voting Member.

- 22 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 23 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 24 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 26 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 27 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 28 A resolution in writing executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members.

## **VOTES OF MEMBERS**

- 29 Subject to article 21 on a show of hands every Voting Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a Voting Member entitled to vote, shall have one vote except that a Voting Member (or its authorised representative or his proxy) shall not be entitled to attend and vote at any

general meeting at a time when that Voting Member is six months or more in arrears with the payment of its or his subscription or contributions which are due to the Federation in accordance with the Rules.

- 30 Voting Members which are firms, or unincorporated associations, or corporations, shall from time to time by resolution of its directors or other governing body authorise such person as it thinks fit (being partners, directors, employees or consultants) to act as its representative at any meeting of the Federation and shall notify the Company Secretary of such appointments or any changes therein provided that no such representatives shall be permitted to vote on behalf of the Voting Member unless such notification as aforesaid has reached the secretary at least 24 hours before any meeting at which the representative is to vote.
- 31 A Voting Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Executive Committee of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 32 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 33 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve) -

*[Name of Federation]*  
I/We, *[Name/s of appointer]*, of *[Name of Company]*, being a Member/Members of the above-named Federation, hereby appoint *[Insert Name of Proxy]* of *[Company Name of Proxy]*, or failing him/her *[Insert Name of Proxy]* of *[Company Name of Proxy]*, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Federation to be held on *[Date or Meeting]*, and at any adjournment thereof.

Signed on *[Date of signing]*.

- 34 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following

form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve) -

‘ [Name of Federation] I/We, , of  
, being a Member/Members of the above-named  
Federation, hereby appoint of  
or failing him of  
, as my/our proxy to vote in my/our name[s]  
and on my/our behalf at the annual/extraordinary general meeting of the  
Federation, to be held on 200 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*against

Resolution No.2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 200 .’

- 35 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Executive Committee may -
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Federation in relation to the meeting not less than 24 hours (or such shorter period as the Executive Committee may allow) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 36 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous

determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Federation at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **POWERS OF THE EXECUTIVE COMMITTEE**

- 37 Subject to the provisions of the Act, the memorandum and the articles, the Rules and to any directions given by special resolution, the business of the Federation shall be managed by the Executive Committee who may exercise all the powers of the Federation. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Executive Committee by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the Executive Committee.
- 38 The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Federation for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 39 The board of directors may raise and borrow or secure the payment of, and from time to time to reborrow in the name and for the purpose of the Federation and the carrying on of its business and affairs, such sums of money not exceeding 10% of the net asset value as shown in the previous audited accounts of the Federation in such manner and upon such terms and conditions as the board of directors shall think fit. Borrowing in excess of 10% and less than 25% of the net asset value as shown in the previous audited accounts of the Federation shall be approved by the Council. Provided that the total amount so borrowed and for the time being due and owing from the Federation in respect of moneys so raised, borrowed and secured shall not, without the sanction of a general meeting having been first obtained, exceed 25% of the net asset value as shown in the previous audited accounts of the Federation.
- 40 The Council may make alter or rescind such Rules for the furtherance of the purposes of the Federation as they may from time to time consider necessary provided that such Rules are not inconsistent with the provisions of the articles and do not amount to such an alteration of or addition to the articles as could only be legally made by a special resolution and may fix from time to time the amount to be paid and the method of its assessment as annual subscriptions/contributions by persons being or becoming Members of the Federation.

## **DELEGATION OF DIRECTORS' POWERS**

- 41 The Executive Committee may delegate any of their powers to any committee consisting of one or more directors or which has no directors. They may also delegate to any director or the Chief Executive Officer holding an executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Executive Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

## **COMPOSITION OF THE EXECUTIVE COMMITTEE**

- 42 Subject to being appointed in accordance with the articles, the Executive Committee shall comprise any or all of the persons specified in the Rules who shall be the directors of the Federation.
- 43 The members of the Executive Committee shall constitute all of the directors of the Federation, the President, Vice Presidents and Treasurer. The maximum number of directors shall be 10.
- 44 An official list of the members of the Executive Committee shall be made and kept by the Company Secretary, and which shall be available for inspection at the registered office free of charge by the Members.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 45 At each annual general meeting, the President, Vice Presidents, Treasurer and any other Officers except the Immediate Past President shall retire as directors of the Federation.
- 46 At each annual general meeting, the Members shall by ordinary resolution appoint two persons as directors of the Federation to hold the offices of President and Treasurer of the Federation respectively. To be eligible for such an appointment the candidates must be nominated in accordance with the provisions of this article or, if already incumbent, shall offer themselves for re-appointment by giving notice to this effect (addressed to the secretary at the Federation's office) in advance of the annual general meeting. Nominations for each office must be in writing (addressed to the secretary at the Federation's office) and must be received by the Council not less than twenty-eight nor more than forty-two clear days before the date appointed for the meeting. The persons nominated must either be Voting Members or belong to a body which is itself a Voting Member and must be eligible under article 50. The nominations must be executed by a Voting Member qualified to vote at

the meeting and must state the nominee's full name, the office for which he is being nominated and the Voting Member to which the nominee belongs. The nomination must be countersigned by the nominee to show his willingness to be appointed or reappointed, as the case may be.

- 47 Unless determined otherwise by a simple majority of the Voting Members, a President who shall have completed two years in that office shall not be eligible for re-election to the same office within two years of the expiry of the said two year period, and a Treasurer who shall have completed five years in that office shall not be eligible for re-election to the same office within two years of the expiry of the said five year period.
- 48 The Council shall also nominate other persons as directors of the Federation to serve as directors of the Federation.
- 49 The President, on completing his term of office, if not re-elected, shall become Immediate Past President, and shall serve as a director of the Federation ex-officio as long as he shall hold that office.
- 50 The appointment as directors of the persons referred to in articles 45-49 inclusive shall be effective upon receipt by the Federation of a notice in writing (addressed to the secretary at the Federation's office) from the relevant organisation which is also referred to in articles 45-49 inclusive provided that, in the absolute discretion of the Executive Committee, any person to be so appointed holds and at all times continues to hold a senior or managerial position within the organisation which is appointing him; provided that a person who has been removed as a director representing one of the organisations referred to in articles 45-49 inclusive by an ordinary resolution of the Members in general meeting shall not be eligible under this article to be re-appointed as a director by the same organisation; and provided that if one person is appointed as a director by more than one of the organisations referred to in articles 45-49 inclusive at the same time, that director shall only have one vote at any meeting of the Executive Committee or Council. Subject as aforesaid, the relevant organisation shall be entitled to remove and replace a director appointed by them by using the same notice procedure. At each annual general meeting the Executive Committee shall inform the meeting of the person who at that time holds such directorship.
- 51 Subject as aforesaid, the Voting Members may by ordinary resolution in general meeting appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next annual general meeting whereupon he shall retire from office.
- 52 In accordance with the Act, the Voting Members may by ordinary resolution in general meeting remove any director, howsoever appointed.
- 53 Subject as aforesaid, the Executive Committee may appoint a person who is a Voting Member and who is willing to act to be a director, either to fill a vacancy, or as an additional director, provided that the appointment does not

cause the number of Executive Committee to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next annual general meeting whereupon he shall retire from office.

- 54 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 55 The office of a director shall be vacated if -
- (a) he or she ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - (b) he or she becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he or she is, or may be, suffering from mental disorder and either -
    - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he or she resigns his office by notice to the Federation;
  - (e) he or she, or the organisation which appointed him as a director, or the organisation from which he has been duly elected as a director, ceases to be a Member or is suspended from the Federation in accordance with article 12; or
  - (f) he or she shall have been absent, without permission of the Executive Committee, from the last two meetings of the Executive Committee held and the Executive Committee resolve that his office be vacated.

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 56 Subject to the provisions of the Act, and provided that he has disclosed to the Executive Committee the nature and extent of any material interest of his, a director notwithstanding his office -



- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Federation or in which the Federation is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Federation or in which the Federation is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Federation for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

57 For the purposes of article 63 -

- (a) a general notice given to the Executive Committee that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## **PROCEEDINGS OF DIRECTORS**

58 Subject to the provisions of the articles, the Executive Committee and the Council may each regulate their proceedings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

59 A director shall not be entitled to appoint an alternate director.

60 Meetings of the Executive Committee and of Council shall be held at least three times in any calendar year and at such other times as they shall from time to time determine, and shall be summoned (by at least fourteen clear days' notice in writing served upon the members of the Executive Committee or Council) at the request of the President or a Vice-President or of not less than eight members of the Council. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

61 The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be three. The quorum for the transaction of business of the Council shall be eight.

- 62 The directors, or any of them, may form, or participate in, a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 63 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of admitting persons to membership of the Federation, filling vacancies in the Executive Committee or of calling a general meeting.
- 64 The chairman of the Executive Committee and the Council shall be the President. The chairman shall preside at every meeting of the Executive Committee and the Council at which he is present. But if there is no director holding the office of President, or if the director holding such office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Immediate Past President or a Vice President shall be the chairman, failing which the Executive Committee or Council present may appoint one of their number to be chairman of the meeting.
- 65 All acts done by a meeting of the Executive Committee or the Council, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 66 A resolution in writing signed by all the directors entitled to receive notice of a meeting of the Executive Committee or the Council shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) the Council duly convened and held and may consist of several documents in the like form each signed by one or more directors.
- 67 Save as otherwise provided by the articles, a director shall not vote at a meeting of the Executive Committee or of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Federation unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Federation or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Federation or any of its subsidiaries for which the director has assumed responsibility

in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (c) the resolution relates to the determination of the rates of subscription or contribution applicable to Members.

For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the Federation), connected with a director shall be treated as an interest of the director.

- 68 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 69 The Federation may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the Executive Committee or of the Council.
- 70 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Federation or any body corporate in which the Federation is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the director concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 71 If a question arises at a meeting of the Executive Committee or of the Council as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

## **SECRETARY**

- 72 Subject to the provisions of the Act, the Chief Executive shall fulfil the functions of the Company Secretary. The Chief Executive shall be appointed by the Council on the nomination of the Executive Committee 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.

## **MINUTES**

- 73 The Executive Committee and Council shall cause minutes to be made in books kept for the purpose -
  - (a) of all appointments made by the Executive Committee and Council; and

- (b) of all proceedings at meetings of the Federation, and of the Executive Committee, and of the Council, including the names of the directors present at each such meeting.

## **THE SEAL**

- 74 The Federation shall not have a seal. Documents executed and delivered as deeds shall be executed only by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Council. The Executive Committee may determine who shall execute any instrument and unless otherwise so determined it shall be signed by two directors.

## **ACCOUNTS**

- 75 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Federation except as conferred by statute or authorised by the Executive Committee, the Council, the Rules or by ordinary resolution of the Federation.

## **NOTICES**

- 76 Any notice to be given to or by any person pursuant to the articles shall be in writing.
- 77 The Federation may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Federation an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Federation.
- 78 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by, cable or facsimile transmission.
- 79 A Member present, either in person or by proxy, at any meeting of the Federation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 80 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

## **DISSOLUTION**

- 81 If upon the winding-up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be distributed in proportion to the annual subscription/contribution paid by the Member in the last full accounting year at the date of winding-up or dissolution.

## **INDEMNITY**

- 82 Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director, Chief Executive Officer or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- 83 No member of the Executive Committee, the Council or any committee or other officer of the Federation shall be chargeable for any money which he shall not actually receive or be answerable or liable for the acts, receipts, neglects or defaults of any other member of any committee or officer or of any banker, broker, collector, agent, or other person appointed by the Executive Committee with whom or into whose hands any property or moneys of the Federation may be deposited or come or for any loss or expense happening to the Federation through the insufficiency or deficiency of title to any property which may from time to time be purchased, leased, taken or acquired by order of the Executive Committee for or on behalf of the Federation or for the insufficiency or deficiency of any security or investment in or upon which any of the moneys of the Federation shall be invested by order of the Executive Committee or for any loss or damage which may happen in the execution of his office or in relation thereto unless the same shall happen through his own dishonesty or wilful neglect or default.