



LEADING ROOFING EXCELLENCE

The Companies Acts 1985 to 2006

**Company Limited by Guarantee and
not having a Share Capital**

ARTICLES OF ASSOCIATION of The National Federation of Roofing Contractors Limited

Company No: 02591364

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

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Company No:02591364

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The Federation is the trade association of employers in the Roofing Industry. The objects of the Federation are:

- 2.1 To encourage the membership of all approved persons, firms or companies engaged in the roofing contracting industry which shall be deemed to include the fixing of any form of roof covering and cladding of a continuous or discontinuous nature ("the Roofing Industry").
- 2.2 To promote good practice and growth within the Roofing Industry (which shall be deemed to include the fixing of any form of roof covering of a continuous or discontinuous nature);
- 2.3 To encourage the education and training of apprentices, trainees and the upskilling of the existing workforce in the Roofing Industry in any manner as may be decided by the Management Board including without limitation the adoption of recognised qualifications.
- 2.4 To provide technical services, advice, assistance and representation to and for members and third parties with regard to roofing matters.
- 2.5 To set and to seek to influence any standards, rules, regulations, legislation or controls on roofing methods and materials in the interests of the Roofing Industry.
- 2.6 To provide advisory and other services as may from time to time be determined by the Management Board to Members and third parties.
- 2.7 To promote and assist members interests in particular but not exclusively through the dissemination of best practice and training;
- 2.8 To do all such things as are ancillary or conducive to the attainment of these objects.

3. **Powers**

3.1 To further its objects the Federation may:

- 3.1.1 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.1.2 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.1.3 provide or procure the provision of guidance and advice;
- 3.1.4 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 3.1.5 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.6 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.7 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Management Board think fit;
- 3.1.8 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.1.9 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.10 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.11 arrange for investments or other property of the Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.12 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.13 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.14 accept (or disclaim) gifts of money and any other property;
- 3.1.15 raise funds by way of subscription, donation or otherwise;
- 3.1.16 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.17 engage and pay employees, consultants and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 3.1.18 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property;
- 3.1.19 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation similar to the Company or whose purposes are deemed to be advantageous to the interests of the Roofing Industry;
- 3.1.20 undertake and execute charitable trusts;
- 3.1.21 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.22 co-operate with trade associations, charities, voluntary bodies, statutory authorities and other bodies whether national, local or otherwise and exchange information, advice and carry out collective trade promotions and publicity ventures with them;
- 3.1.23 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Management Board to protect the Company including without limitation insurance policies relating to Regional Associations, Regional Committees and volunteers;
- 3.1.24 provide indemnity insurance for the Directors or any other officer of the Company in relation to any liability permitted under the Companies Acts;
- 3.1.25 provide services of any sort to or for any person, body or company interested in or associated with the Roofing Industry; and
- 3.1.26 do all such other lawful things as may further the Company's objects.

LIMITATION OF LIABILITY AND INDEMNITY

4. Liability of Trade Members

- 4.1 The liability of each Trade Member is limited to £1, being the amount that each Trade Member undertakes to contribute to the assets of the Federation in the event of its being wound up while they are a member or within one year after they cease to be a member, for:
 - 4.1.1 payment of the Federation's debts and liabilities contracted before they cease to be a Trade Member;
 - 4.1.2 payment of the costs, charges and expenses of winding up; and
 - 4.1.3 adjustment of the rights of the contributories among themselves.

5. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Federation shall be indemnified out of the assets of the Federation in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Federation may be indemnified out of the assets of the Federation in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

6. **Regions**

The Federation shall have Regions as detailed in the Regulations. Each Region shall have a Regional Association and a Regional Committee, with such roles and responsibilities as are set out in these Articles and the Regulations.

MANAGEMENT BOARD

MANAGEMENT BOARD'S POWERS AND RESPONSIBILITIES

7. **Management Board's general authority**

Subject to the Articles, the Management Board are responsible for the management of the Federation's business, for which purpose they may exercise all the powers of the Federation.

8. **Management Board may delegate**

8.1 Subject to the Articles, the Management Board may delegate any of their powers or functions to any committee.

8.2 Subject to the Articles, the Management Board may delegate the implementation of their decisions or day to day management of the affairs of the Federation to any person or committee.

8.3 Any delegation by the Management Board may be:

8.3.1 by such means;

8.3.2 to such an extent;

8.3.3 in relation to such matters or territories; and

8.3.4 on such terms and conditions;

as they think fit.

8.4 The Management Board may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

8.5 The Management Board may revoke any delegation in whole or part, or alter its terms and conditions.

8.6 The Management Board 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.

9. Committees

9.1 In the case of delegation to committees the following shall apply subject to any Regulations relating to specific committees:

9.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

9.1.2 the composition of any committee shall be entirely in the discretion of the Management Board and may include such of their number (if any) as the resolution may specify;

9.1.3 the deliberations of any committee must be reported regularly to the Management Board and any resolution passed or decision taken by any committee must be reported promptly to the Management Board and every committee must appoint a secretary for that purpose;

9.1.4 the Management Board may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

9.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Federation except where authorised by the Management Board or in accordance with a budget which has been approved by the Management Board.

9.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Management Board so far as they apply and are not superseded by any regulations made by the Management Board.

9.3 For the avoidance of doubt the provisions of Article 9 do not apply to Regional Committees.

10. Delegation of day to day management powers

10.1 In the case of delegation of the day to day management of the Federation to a Chief Executive or other manager or managers:

10.1.1 the delegated power shall be to manage the Federation by implementing the policy and strategy adopted by and within a budget approved by the Management Board and (if applicable) to advise the Management Board in relation to such policy, strategy and budget;

10.1.2 the Management Board shall provide any manager with a description of his or her role and the extent of his or her authority; and

10.1.3 any manager must report regularly to the Management Board on the activities undertaken in managing the Federation and provide them regularly with management accounts which are sufficient to explain the financial position of the Federation.

10.2 For the avoidance of doubt the provisions of Article 10 do not apply to Regional Managers.

11. Regulations and amendments to the Articles

11.1 The Management Board may from time to time make, repeal or alter such Regulation as they think fit as to the management of the Federation and its affairs subject to the approval of the Trade Members passing a resolution by a majority of not less than two thirds. The

Regulations shall be binding on all members (including Trade Members and Non-Voting Members) of the Federation. No Regulation shall be inconsistent with the Companies Acts, the Articles or any rule of law.

- 11.2 The Regulation may regulate the following matters but are not restricted to them:
 - 11.2.1 the duties of any officers or employees of the Federation;
 - 11.2.2 the admission of members of the Federation and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 11.2.3 the conduct of members of the Federation in relation to one another, and to the Federation's employees and volunteers;
 - 11.2.4 the conduct of business of the Management Board or any committee (including, without limitation, how the Management Board make decisions and how such Regulations are to be recorded or communicated to Management Board);
 - 11.2.5 the procedure at general meetings;
 - 11.2.6 any of the matters or things within the powers or under the control of the Management Board; and
 - 11.2.7 generally, all such matters as are commonly the subject matter of company Regulations.
- 11.3 The Federation in general meeting has the power to alter, add to or repeal the Regulations.
- 11.4 The Management Board shall consult with the Regions before proposing any amendments to the Articles or Regulations that affect the balance of responsibility between the Federation and the Regional Associations.

DECISION-MAKING BY DIRECTORS

12. Management Board to take decisions collectively

- 12.1 Any decision of the Management Board must be either:
 - 12.1.1 by decision of a majority of the Directors present and voting at a quorate Management Board meeting (subject to Article 17); or
 - 12.1.2 a decision taken in accordance with Article 18.

13. Calling a Management Board meeting

- 13.1 Four Directors may (and the Company Secretary, if any, must at the request of four Directors) call a Management Board meeting.
- 13.2 A Management Board meeting must be called by at least seven Clear Days' notice unless either:
 - 13.2.1 all the Directors agree; or
 - 13.2.2 urgent circumstances require shorter notice.

- 13.3 In deciding on the date and time of any Management Board meeting, the Directors calling or requesting the Company Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.
- 13.4 Notice of Management Board meetings must be given to each Director.
- 13.5 Every notice calling a Management Board meeting must specify:
- 13.5.1 the place, day and time of the meeting;
- 13.5.2 the general nature of the business to be considered at such meeting; and
- 13.5.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 13.6 Notice of Management Board meetings need not be in Writing.
- 13.7 Article 47 shall apply, and notice of Management Board meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
14. **Participation in Management Board meetings**
- 14.1 Subject to the Articles, Directors participate in a Management Board meeting, or part of a Directors' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 14.2 In determining whether Directors are participating in a Management Board meeting, it is irrelevant where any Director is or how they communicate with each other.
- 14.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
15. **Quorum for Management Board meetings**
- 15.1 At a Management Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 The quorum for Management Board meetings is two Officers and four Elected Directors.
- 15.3 If the total number of Officers or Elected Directors for the time being is less than the quorum required, the Management Board must not take any decision other than a decision:
- 15.3.1 to appoint further Officers or Elected Directors; or
- 15.3.2 to call a general meeting so as to enable the Trade Members to appoint further Officers or Elected Directors.

16. **Chairing of Management Board meetings**

The President or in his or her absence another Director nominated by the President or failing that a Director nominated by the Directors present shall preside as chair of each Management Board meeting.

17. **Casting vote**

17.1 If the numbers of votes for and against a proposal at a Management Board meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

17.2 Article 17.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. **Management Board decisions without a meeting**

18.1 A decision is taken in accordance with this Article 18 when two thirds of the total number of Directors indicates to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter.

18.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.3 A decision which is made in accordance with this Article 18 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

18.3.1 approval from two thirds of the Directors must be received by one person being either such person as all the Management Board have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Management Board;

18.3.2 following receipt of the required number of responses from the Management Board, the Recipient must communicate to all of the Management Board (by any means) whether the resolution has been formally approved by the Management Board in accordance with this Article 18.3;

18.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

18.3.4 the Recipient must prepare a minute of the decision in accordance with Article 51 (Minutes).

19. **Directors interests and management of conflicts of interest**

Declaration of interests

19.1 Unless Article 19.2 applies, a Director must declare the nature and extent of:

19.1.1 Any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and

19.1.2 Any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.

19.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

19.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

19.4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

19.4.1 the decision could result in the Director receiving a financial benefit not available to all the other Directors;

19.4.2 the decision could result in a member from which a Director receives remuneration receiving a benefit not available to all the other members within the same category of membership;

19.4.3 the decision relates to a complaint or disciplinary issue involving the Director or a member with whom the Director is connected; or

19.4.4 a majority of the other Directors participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 19.5.

19.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 19.5, he or she must:

19.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;

19.5.2 not be counted in the quorum for that part of the process; and

19.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Company

19.6 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

19.6.1 the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

19.6.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which he or she or any person connected with him or her derives from any matter or from any office, employment or position.

20. **Register of Management Board interests**

The Management Board must ensure a register of Management Board interests is kept.

21. **Validity of Director actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. **Board of Directors**

22.1 There shall be the Management Board consisting of:

- (a) the President ;
- (b) up to two Vice Presidents;
- (c) the Immediate Past President;
- (d) the chair of the RSG ex officio; and
- (e) one Elected Directors from each Region.

Co-opted Advisor Directors

22.2 The Management Board may co-opt up to four Co-opted Advisor Directors who are not Directors but may attend (but not vote) at Management Board meetings. Co-opted Advisor Directors need not be practicing roofing contractors or working for a Trade Member. When appointing Co-opted Advisory Directors the Management Board shall give consideration to appointing past Presidents.

Qualifications of the Management Board

22.3 Subject to Article 22.5 and with the exception of chair of the RSG, only those who are practising roofing contractors and working for a Trade Member may be elected or appointed as a Director.

22.4 No person may be appointed as a Director unless he or she has reached the age of 18 years.

22.5 A Vice President, President or Immediate Past President may continue in that office and all succeeding offices, notwithstanding the fact that he ceased to be a practising roofing contractor by virtue of his retirement from a Trade Member or former Trade Member.

Appointment of Directors

22.6 The Directors and Co-opted Advisor Directors shall be appointed in accordance with the Regulations and serve for the terms set out in the Regulations. For the avoidance of doubt the Management Board can continue to operate if there is a vacancy in their number

23. Disqualification and removal of Directors

23.1 A Director shall cease to hold office if:

23.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

23.1.2 the Management Board reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

23.1.3 notification is received by the Federation from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);

23.1.4 he or she fails to attend three consecutive meetings of the Management Board and the Management Board resolve that he or she be removed for this reason;

23.1.5 at a general meeting of the Federation, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or

23.1.6 at a meeting of the Management Board at which at least half of the Management Board are present, a resolution is passed by a two thirds majority that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Management Board.

MEMBERS

BECOMING AND CEASING TO BE A TRADE MEMBER

24. Becoming a Trade Member

24.1 No business may become a Trade Member of the Federation unless:

24.1.1 they have applied for membership in a manner approved by the Management Board; and

24.1.2 the Management Board (or Regional Committee as appropriate) have approved the application. The Management Board (or Regional Committee as appropriate) may in their absolute discretion decline to accept any person as a Trade Member and need not give reasons for so doing.

- 24.2 The Federation may from time to time prescribe criteria for Trade Membership as set out in the Regulations but will not be obliged to accept persons fulfilling those criteria as Trade Members.
- 24.3 Trade Members shall be admitted in accordance with the Regulations.

Unincorporated Business

- 24.4 An unincorporated business admitted to membership which is an unincorporated association, sole trade or partnership shall be a member through the person of its authorised representative from time to time. Every such business must notify the Federation in writing of the name of its authorised representative. The membership rights may be exercised by the authorised representative or by the business which he or she represents.

Corporate Business

- 24.5 A corporate business admitted to membership which is an incorporated body may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Federation. Evidence of the appointment of the authorised representative must be provided in the form of such form as the Management Board may reasonably require.
- 24.6 A person authorised under Article 24.5 may exercise (on behalf of the corporate Trade Member) the same powers as the corporate Trade Member could exercise if it were an individual member.

Subscriptions

- 24.7 The Management Board may at their discretion levy subscriptions on members of the Federation at such rate or rates as they shall decide.

Register of Trade Members

- 24.8 The names of the Trade Members of the Federation must be entered in the register of members which shall include, where relevant, details of the authorised representative which is a member of the Federation on behalf of an unincorporated business under Article 24.4.

25. Termination of Trade Membership

- 25.1 Subject to Article 24.4, Trade Membership is not transferable.
- 25.2 A member shall cease to be a member:
- 25.2.1 if the member, being an individual, dies:
- 25.2.2 if a member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 25.2.3 if the member is a member on behalf of an unincorporated organisation under Article 24.4 and the unincorporated organisation ceases to exist;

- 25.2.4 unless otherwise agreed by the Management Board in consultation with the relevant Regional Manager, if the member, being a corporate Trade Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
- 25.2.5 if, at a meeting of the Management Board at which at least half of the Management Board are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Federation. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Management Board. A member expelled by such a resolution shall nevertheless remain liable to pay to the Federation any subscription or other sum owed by him, her or it; or
- 25.2.6 if removed as a Trade Member in accordance with the Regulations.

26. **Categories of membership**

- 26.1 Subject to Article 26.2, the Regulations may establish such different categories of Trade Membership. The Management Board may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 26.2 The Regulations may not create different classes of Trade Members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

27. **Non-Voting Members**

The Management Board may establish such classes of Non-Voting Membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such Non-Voting Members in accordance with the Regulations, provided that no such Non-Voting Members shall be Trade Members of the Federation for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

28. **Annual general meetings**

The Federation must hold an annual general meeting in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Management Board think fit.

29. **Other general meetings**

- 29.1 The Management Board may call a general meeting at any time.
- 29.2 The Management Board must call a general meeting if required to do so by the members under the Companies Acts.

30. Length of notice

30.1 All general meetings must be called by either:

30.1.1 at least 14 Clear Days' notice; or

30.1.2 shorter notice if it is so agreed by a majority in number of the Trade Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Trade Members.

31. Contents of notice

31.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

31.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

31.3 In every notice calling a meeting of the Federation there must appear with reasonable prominence a statement informing the Trade Member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Federation.

31.4 If the Federation gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

32. Service of notice

Notice of general meetings must be given to every Trade Member, to the Management Board and to the auditors of the Federation.

33. Attendance and speaking at general meetings

33.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.2 A person is able to exercise the right to vote at a general meeting when:

33.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

33.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.3 The Management Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

33.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

34. **Quorum for general meetings**

34.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

34.2 The quorum shall be ten persons entitled to vote on the business to be transacted (each being an authorised representative of a Trade Member or a proxy for a Trade Member).

34.3 If two or more persons are authorised representatives of the same Trade Member they shall together count as one person for the purposes of Article 34.2.

34.4 If a quorum is not present within half an hour from the time appointed for the meeting:

34.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

34.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Management Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

35. **Chairing general meetings**

35.1 The President (if any) or in his or her absence some other Director nominated by the Management Board shall preside as chair of every general meeting.

35.2 If neither the President nor any Director nominated in accordance with Article 35.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Management Board present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.

35.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or via their authorised representative if a corporate Trade Member, or by proxy and entitled to vote must choose one of the Trade Members or authorised representatives of a corporate Trade Member present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a Trade Member or authorised representative of a Trade Member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 35.3.

36. **Attendance and speaking by Directors and non-members**

36.1 Directors, Co-Opted Advisor Directors and Regional Managers may attend and speak at general meetings, whether or not they are authorised representatives of a Trade Member.

36.2 The chair of the meeting may permit other persons who are not members of the Federation (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

37. **Adjournment**

- 37.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 37.1.1 the meeting consents to an adjournment; or
 - 37.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.3 When adjourning a general meeting, the chair of the meeting must:
- 37.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Management Board; and
 - 37.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least 7 Clear Days' notice of it:
- 37.4.1 to the same persons to whom notice of the Federation's general meetings is required to be given; and
 - 37.4.2 containing the same information which such notice is required to contain.
- 37.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38. **Voting: general**

- 38.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 38.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 38.2.1 has or has not been passed; or
 - 38.2.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 51 is also conclusive evidence of that fact without such proof.

39. **Votes**

Votes on a show of hands

39.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

39.1.1 each authorised representative of a Trade Member present; and

39.1.2 (subject to Article 44.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution.

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

39.2 On a vote on a resolution which is carried out by a poll, the following persons shall have the number of votes allotted to them in accordance with the Regulations:

39.2.1 every authorised representative of a Trade Member (subject to Article 39.3) present; and

39.2.2 every Trade Member present by proxy (subject to Article 44.3).

39.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Trade Member purports to vote on behalf of the same Trade Member:

39.3.1 if they purport to vote in the same way, they will be treated as having cast the appropriate number of votes allocated to the Trade member between them; and

39.3.2 if they purport to vote in different ways they are treated as not having voted.

General

39.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

39.5 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Federation have been paid.

40. **Errors and disputes**

40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

40.2 Any such objection must be referred to the chair of the meeting whose decision is final.

41. **Poll votes**

41.1 A poll on a resolution may be demanded:

41.1.1 in advance of the general meeting where it is to be put to the vote; or

41.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

41.2 A poll may be demanded by:

41.2.1 the chair of the meeting;

41.2.2 the Management Board;

41.2.3 two or more persons having the right to vote on the resolution; OR

41.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

41.3 A demand for a poll may be withdrawn if:

41.3.1 the poll has not yet been taken; and

41.3.2 the chair of the meeting consents to the withdrawal.

42. **Procedure on a poll**

42.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

42.2 The chair of the meeting may appoint scrutineers (who need not be authorised representatives of Trade Members) and decide how and when the result of the poll is to be declared.

42.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

42.4 A poll on:

42.4.1 the election of the chair of the meeting; or

42.4.2 a question of adjournment;

must be taken immediately.

42.5 Other polls must be taken within 30 days of their being demanded.

42.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

42.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

42.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

43. Proxies

Power to appoint

43.1 A Trade Member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Federation. A proxy must vote in accordance with any instructions given by the Trade Member by whom the proxy is appointed.

Manner of appointment

43.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

43.2.1 states the name and address of the member appointing the proxy;

43.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

43.2.3 is signed by or on behalf of the Trade Member appointing the proxy, or is authenticated in such manner as the Management Board may determine; and

43.2.4 is delivered to the Federation in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

43.3 A proxy for a Trade Member may be appointed by its authorised representative or by the organisation which he or she represents.

43.4 The Federation may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

43.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

43.6 Unless a Proxy Notice indicates otherwise, it must be treated as:

43.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

43.6.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

44. **Delivery of Proxy Notices**

44.1 The Proxy Notification Address in relation to any general meeting is:

44.1.1 the registered office of the Federation; or

44.1.2 any other Address or Addresses specified by the Federation as an Address at which the Federation or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

44.1.3 any electronic Address falling within the scope of Article 44.2.

44.2 If the Federation gives an electronic Address:

44.2.1 in a notice calling a meeting;

44.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

44.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 44.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of a Trade Member

44.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (namely an authorised representative of a Trade Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Federation by or on behalf of that person (or the Trade Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

44.4 Subject to Articles 44.5 and 44.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

44.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

44.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

44.6.1 received in accordance with Article 44.4; or

- 44.6.2 given to the chair, Company Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

- 44.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 44.

Revocation

- 44.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 44.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

- 44.9.1 the start of the meeting or adjourned meeting to which it relates; or

- 44.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 44.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

45. Amendments to resolutions

- 45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 45.1.1 notice of the proposed amendment is given to the Federation in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

- 45.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- 45.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 45.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 45.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

46. Written resolutions

General

- 46.1 Written resolutions of the Trade Members may be passed in accordance with the Companies Acts, provided that no Trade Member shall be entitled to vote on a written resolution unless all monies payable by him, her or it to the Federation have been paid.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

47. Communications by the Federation

Methods of communication

- 47.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Federation under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Federation, including without limitation:

47.1.1 in Hard Copy Form;

47.1.2 in Electronic Form; or

47.1.3 by making it available on a website.

- 47.2 Where a Document or information which is required or authorised to be sent or supplied by the Federation under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Management Board may decide what agreement (if any) is required from the recipient.

- 47.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by the Management Board may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 47.4 A Trade Member present in person or by proxy or via their authorised representative if a corporate Trade Member at a meeting of the Federation shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 47.5 Where any Document or information is sent or supplied by the Federation to the Trade Members:

- 47.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

- 47.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 47.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 47.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a Trade Member) may agree with the Federation that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 47.7 Where any Document or information has been sent or supplied by the Federation by Electronic Means and the Federation receives notice that the message is undeliverable:
- 47.7.1 if the Document or information has been sent to a Trade Member or Director and is notice of a general meeting of the Federation, the Federation is under no obligation to send a Hard Copy of the Document or information to the Trade Member's or Director's postal address as shown in the Federation's register of Trade Members or the Management Board, but may in its discretion choose to do so;
- 47.7.2 in all other cases, the Federation shall send a Hard Copy of the Document or information to the Trade Member's postal address as shown in the Federation's register of members (if any), or in the case of a recipient who is not a Trade Member, to the last known postal address for that person (if any); and
- 47.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 47.8 Copies of the Federation's annual accounts and reports need not be sent to a person for whom the Federation does not have a current Address.
- 47.9 Notices of general meetings need not be sent to a Trade Member who does not register an Address with the Federation, or who registers only a postal address outside the United Kingdom, or to a Trade Member for whom the Federation does not have a current Address.

48. Communications to the Federation

The provisions of the Companies Acts shall apply to communications to the Federation.

49. **Company Secretary**

49.1 A Company Secretary may be appointed by the Management Board for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Company Secretary:

49.1.1 anything authorised or required to be given or sent to, or served on, the Federation by being sent to its Company Secretary may be given or sent to, or served on, the Federation itself, and if addressed to the Company Secretary shall be treated as addressed to the Federation; and

49.1.2 anything else required or authorised to be done by or to the Company Secretary of the Federation may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Management Board.

50. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

51. **Minutes**

51.1 The Management Board must ensure minutes are made:

51.1.1 of all appointments of Directors made by the Management Board;

51.1.2 of all resolutions of the Federation and of the Management Board (including, without limitation, decisions of the Management Board made without a meeting); and

51.1.3 of all proceedings at meetings of the Federation and of the Management Board, and of committees of the Management Board, including the names of the Management Board present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Federation, be sufficient evidence of the proceedings.

52. **Records and accounts**

52.1 The Management Board shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission of reports and accounts to the Registrar of Companies

52.2 Except as provided by law or authorised by the Management Board or an ordinary resolution of the Federation, no person is entitled to inspect any of the Federation's accounting or other records or Documents merely by virtue of being a Trade Member.

53. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

54. **Winding up**

54.1 The Federation may be dissolved at a General Meeting specially called for such a purpose. Such notice shall contain the business to be transacted at the meeting. Any dissolution must be authorised by a special resolution at a General Meeting.

54.2 Any balance of funds remaining to the Federation after the satisfaction of all its debts and liabilities shall be paid or distributed amongst the Trade Members in proportion to their contributions to the Federation as agreed by the General Meeting.

Schedule: Interpretation – defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	the Federation’s articles of association;
1.3	“Chief Executive”	means an employee of the Federation appointed as the chief executive from time to time;
1.4	“Company Secretary”	means the secretary of the Federation, if any;
1.5	“Co-opted Advisor Director”	means an individual appointed by the Management Board as an advisor in accordance with Article 22.2;
1.6	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7	“Clear Days”	in relation to the period of a notice, 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;
1.8	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Federation;
1.9	“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.10	“Director”	a director of the Federation, and includes any person occupying the position of director, by whatever name called; and
1.11	“Elected Director”	means a Director elected to serve on the Management Board by a Region;
1.12	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13	“Federation”	The National Federation of Roofing Contractors Limited;
1.14	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;

1.15	“Management Board”	means the Directors;
1.16	“Non-Voting Members”	has the meaning given in Article 27;
1.17	“Officers”	the Officers of the Federation shall be the President, Vice Presidents and Immediate Past President;
1.18	“Proxy Notice”	has the meaning given in Article 43;
1.19	“Proxy Notification Address”	has the meaning given in Article 44;
1.20	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.21	“Regional Committee”	means a committee elected by a Regional Association for the purpose of governing that Regional Association;
1.22	“Regional Associations”	means the regional groups of members of the Federation, as defined by geographical administrative area from time to time under the Regulations;
1.23	“Regulations”	means the Regulations of the Federation;
1.24	“Regions”	means the regions set out in the Regulations;
1.25	“Regional Manager”	means an individual appointed in such manner as their Regional Association shall from time to time prescribe as the Regional Manager for that Region;
1.26	“RSG”	means the Roofing Suppliers Group Committee set up by the Management Board;
1.27	“Subsidiary Company”	any company in which the Federation holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; and
1.28	“Trade Mark”	means the trademarks of the Federation that the Management Board decide can be used by some or all of the Trade Members and Non-Voting members.
1.29	“Trade Member”	has the meaning given in Article 24;
1.30	“Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Federation.

Regulations of the National Federation of Roofing Contractors (the Federation)

These Regulations are made further to provisions of the Article of Association of the Federation (Company Number 0259134).

1. Headquarters

The Headquarters of the Federation shall be in London or elsewhere as may be determined by the Management Board and shall be known normally as National.

2. Regions

2.1 The Federation is a federal organisation of employers in the Roofing Industry, and shall consist of Trade Members, and such other members as provided in the Regulations. For convenience of administration, the Federation shall be divided into Regional Associations as shown hereunder:

2.1.1 **London & Southern Counties** – Greater London, Norfolk, Suffolk, Cambridgeshire, Essex, Bedfordshire, Buckinghamshire, Hertfordshire, Oxfordshire, Berkshire, Hampshire, Isle of Wight, Middlesex, Surrey, West Sussex, East Sussex, Kent; Local Government Districts within Dorset of: St Leonards and St Ives, Bournemouth, Christchurch East, Sopley, Hurn.

2.1.2 **Midlands** – Lincolnshire, Nottinghamshire, Leicestershire, Northamptonshire, Derbyshire (excluding Local Government District of High Peak), Staffordshire, West Midlands, Warwickshire, Salop (excluding Local Government District of Oswestry), Hereford and Worcester, Powys.

2.1.3 **Yorkshire and North East Counties** – North Yorkshire, West Yorkshire, South Yorkshire, East Yorkshire, Northumberland, Tyne and Wear, Durham, Cleveland.

2.1.4 **North Western** – England and Wales, Cumbria, Lancashire, Greater Manchester, Cheshire, Merseyside, Clwyd, Gwynedd; Local Government District within Salop of Oswestry; Local Government District within Derbyshire of High Peak, Isle of Man.

2.1.5 **Scotland**

2.1.6 **South Western Region** – England and Wales – Dyfed, West Glamorgan, Mid Glamorgan, South Glamorgan, Gwent, Gloucestershire, Wiltshire, Somerset, Devon, Cornwall. Dorset (excluding Local Government districts of St Leonards and St Ives, Bournemouth, Christchurch, Christchurch East, Sopley, Hurn), Channel Islands.

2.1.7 **Irish Region – Northern Ireland and Republic of Ireland**

3. Regional Associations

3.1 In matters of domestic concern, a Regional Association shall exercise autonomy within its own Region, but subject to the direction of the Federation in all matters of general policy which involves agreements, or administration of a national character.

3.2 The Constitution and Regulations of all Regions shall be based upon those of the Federation and must be approved (together with any amendments thereto) by the Management Board before adoption by the Region.

- 3.3 In the absence of Regional Regulations, Regions shall be governed in the like manner to the Federation and as prescribed in the Federation Articles and Regulations.
- 3.4 Should any discrepancy or dispute arise owing to any differences between the Regulations of the Regional Association and those of the Federation, the Regulations of the Federation shall be held to be finally binding upon the Regional Association or its individual members.
- 3.5 Regions shall be governed by a Regional Committee which shall be so described to avoid confusion, and such Regional Committee shall consist of a Chair, Vice-Chair and so many members of the Regional Association shall, in Regional General Meeting, determine.
- 3.6 Regions shall submit to the Federation such information as may be required by the Management Board from time to time, and shall send to the Chief Executive copies of the minutes of all Meetings within fourteen days after the date of such Meetings to enable a copy to be circulated to the Management Board and other Regions including their Chairmen.
- 3.7 Regions shall not without prior approval and final ratification by the Management Board, conclude agreements with such bodies as manufacturers and suppliers, operatives, Government Departments, or municipal authorities.
- 3.8 The Management Board shall have power to merge or to vary the areas of existing Regions or to form such further Regions as may be required subject to the consent of such Regional Association obtained by the procedure described in 3.9.
- 3.9 A Regional Association may not propose secession from the Federation unless it obtains the prior approval of its members by means of a postal ballot, such ballot to be held in accordance with provisions approved by the Management Board. If such approval is obtained, at least six calendar months' notice of the date of secession, to expire on 31st January in any year, shall be given to the Chief Executive. A special General Meeting of the Federation shall then be called for the express purpose of giving consideration to such proposal. Should any Regional Association ultimately secede from the Federation, it shall be liable to pay all dues outstanding, and such Regional Association and its members shall cease to have any interest in, or claim on, any funds of the Federation subject to Regulation 3.9.2 below.
- 3.9.1 If a General Meeting, after an enquiry by the Management Board, is of the opinion that it is in the general interests of the Federation to disband a Region, such special General Meeting is empowered to order the disbanding of such Regional Association at any date, whereupon all the members of such Regional Association shall only perform such acts as may be necessary to comply with the directives of the Management Board in relation to the winding up of the affairs of the Region, subject to Regulation 3.9.2 below.
- 3.9.2 If any Trade Member within 30 days after the date of the secession or the date of the disbanding of its Regional Association signifies in writing to the Chief Executive its desire to continue Membership of the Federation thereafter they shall be assigned to another Regional Association.
- 3.9.3 Upon disbanding of a Regional Association it shall be liable to discharge its normal day to day administrative expenses outstanding and its obligations (if any) to the Federation for the current year, including any arrears, but not further or otherwise.
- 3.10 The Management Board shall be empowered to make such arrangements (financial or otherwise) for dealing with Trade Membership and other membership, subscriptions, levies

or any other matters as it may consider appropriate and as may be found necessary in the interests of the Federation consequent upon the secession or the disbanding of a Region, or the merging or the varying of the areas of existing Regions or the formulation of a new Region.

4. Membership

- 4.1 Membership shall be based on objective criteria. No applicant for membership (including Trade Membership and Non-Voting Membership) of the Federation shall be rejected for an anti-competitive purpose.

Trade Membership

- 4.1.1 Trade Members are the voting company law members of the Federation. Trade Members shall comprise persons, firms or companies habitually carrying on business as roofing contractors in the Roofing Industry (as defined in Article 2.1 of the Federation's Articles of Association) and employing labour directly or indirectly for those purposes; who meet the required standards.

- 4.1.2 Trade Membership of the Federation shall not be open to persons, firms or companies who are habitually engaged in building construction work unless, in the opinion of the Management Board, special circumstances warrant the acceptance into Trade Membership of such persons, firm or company. To be accepted as a Trade member such a person, firm or company must normally have either a) a subsidiary company primarily engaged in the business of roofing contractors (a Qualifying Division) or b) otherwise be able to demonstrate they employ a competent manager to specify and supervise relevant roof works to the required standard. The Qualifying Division may itself apply for and be granted Trade Membership, as the case may be in its own name.

- 4.1.3 Subject as set out in these Regulations (and in particular Regulation 4.8) only Members who shall be in conformity with the Federation's Articles and Regulations as well as Regulations of the appropriate Regional Association and all applicable Codes of Practice of the Federation shall have the right to display and use the Trade Mark in the course of their business activities or otherwise.

Non-Voting Membership

- 4.2 Non-Voting Membership may be granted to persons, firms or companies on terms to be laid down by the Management Board from time to time. Non-Voting Members shall normally be manufacturers, merchants or providers of services to the Roofing Industry.

- 4.3 The Management Board shall have power to establish and change categories of Non-Voting Membership with such criteria, rights and obligations as the Management Board think fit.

Honorary Fellowship

- 4.4 Honorary Fellowship may be granted at the discretion of the Management Board to persons who have rendered meritorious service to the Roofing Industry. An Honorary Fellow has the right to attend general meetings of the Federation but confers no voting rights.

Applications for Trade Membership

- 4.5 Any person, firm or company, desiring to become a Trade Member shall make an application on the official form as prescribed from time to time by the Management Board which shall contain a declaration that they agree to be bound by the Regulations and regulations of the relevant Regional Association and by the Federation Articles, Regulations and Code of Practice, by any revision thereof, and by any agreements entered into by or on behalf of the Federation which are made under terms of the Articles and Regulations.
- 4.6 Applicants for Trade Membership must have been trading for a sufficient period to allow the Federation to assess the workmanship of completed roof works against the relevant standard agreed by the Management Board. The Management Board shall set criteria for Trade Membership, which will be applied within the respective Region in determining whether to accept or reject the application. Appeals against a decision to reject an application shall be dealt with in accordance with procedures agreed by the Management Board and notified to the Regional Associations.
- 4.7 The Regional Manager shall notify each Trade Member applicant of his acceptance or rejection. Upon acceptance and receipt of the Entrance Fee, the applicant shall be admitted to the register of members.

Branches

- 4.8 Where an application is received from a person, firm or company having branches engaged in the Roofing Industry in a number of Regions, the application shall cover all such branches. The Trade Member shall be allocated to and admitted by the Region where their head office is situated.

Non-Voting Membership

- 4.9 Applications for Non-Voting Membership shall be made in a form prescribed by the Management Board to the Chief Executive.
- 4.10 Conditions of Non-Voting Membership shall be determined and published by the Management Board from time to time.

Change in Constitution of a Trade Member

- 4.11 If at any time:
- (a) There is a change in the business name of a Trade Member; or
 - (b) In the case of a Trade Member which is a company a resolution is passed for the winding up thereof for the purpose of reorganisation or reconstruction; or
 - (c) A Trade Member who is a sole trader converts his business to a company or into a partnership; or
 - (d) A Trade Member being a partnership becomes a company or vice versa; or
 - (e) undergoes a change of control of the business of the Trade Member which is a company

notification of such change shall be made forthwith by the Trade Member to the Regional Manager or to the Chief Executive.

- 4.12 Following an event set out in Regulation 4.11:
- 4.12.1 The Regional Committee shall determine in line with procedures prescribed by the Management Board:
- (a) Whether the Trade Membership shall be transferred to the newly named business or newly constituted firm or company; or
 - (b) Whether the Trade Membership shall be terminated and a new application for Trade Membership for the newly named business or newly constituted firm or company be submitted.
- 4.12.2 The Trade Member concerned shall furnish such information as may be called for by the Region exercising its powers under the Regulations.
- 4.12.3 If the Trade Member fails to notify the Regional Manager or Chief Executive of any change in the constitution of such Trade Members business in breach of the Regulation 4.11 above, or refuses to give information required for the purposes Trade Membership may be removed in accordance with the Articles and Regulations.
- 4.13 Regulations 4.11 and 4.12 shall apply to Non-Voting Members save that the powers of the Regional Committee shall be exercised by the Management Board.

Cessation of Membership

- 4.14 Any Trade Member or Non-Voting Member wishing to retire from the Federation shall give at least six calendar months written notice, to the Regional Manager, or the Chief Executive, such notice to expire on 31 January in any year; and shall pay up all indebtedness to the appropriate Region and the Federation (if any) and on retiring shall cease to have any interest in or claim on any funds of the Federation.
- 4.15 In the event that a Trade Member or Non-Voting Member shall have failed to pay any sum due to the Federation (whether due by way of subscription, or otherwise) and such sum shall have remained outstanding for thirty days after a notice of reminder being sent to the Member, the Regional Committee or the Federation may give notice in writing to the Member terminating the membership of the Members with effect from such date as the Regional Committee or Federation may determine and such termination shall be without prejudice to the Member's obligation to perform all its obligations under the Articles and Regulations.
- 4.16 Membership (Trade and Non-Voting) shall be terminated on bankruptcy or insolvency as set out in the Articles.
- 4.17 The entire annual subscription payable by a Member (Trade and Non-Voting) pursuant to these Regulations shall be payable in respect of each financial year of the Federation during any part of which such Member shall be a Member notwithstanding that such Member shall have ceased to be a Member during the course of such financial year. If a Trade Member shall have failed by the 31st July in any given year to have paid the whole of his subscription then the appropriate Region will have the right to expel that Member without further reference to the Management Board or membership can be removed by the Management Board.

- 4.18 If a Regional Committee or Management Board has reasonable grounds to suspect that:
- 4.18.1 A Trade Member is acting contrary to the interests of the Federation for example by infringing or having infringed any applicable legislation, including EU and UK competition legislation; or
 - 4.18.2 A Trade Member no longer meets the criteria for Trade Membership; or
 - 4.18.3 A Trade Member is in breach or has breached the Federation's Code of Practice or otherwise brought or threatened to bring the Federation into disrepute;
- a Regional Association may expel such a Trade Member, and in the case of a Trade Member may withdraw its registration status granted under Regulation 4.6 above. The Regional Association shall follow procedures laid down by the Management Board and may determine the date from which such expulsion and/or withdrawal shall take effect. The Trade Member shall have a right of appeal as detailed in Regulation 4.21.
- 4.19 All Subscription due from such Member (Trade and Non-Voting) must be paid in full up to the date of expulsion and the Member so expelled shall thereupon cease to have any interest in or claim on any funds of the Federation.
- 4.20 In the case of a Non-Voting Member, the said power of expulsion shall reside in the Management Board, with a right of appeal to an appeal panel set up by the Management Board.
- 4.21 If any Trade Member should feel dissatisfied with the decision of his Regional Association in regard to any question that may have arisen in connection with matters involved in general policy or in the matter of his Trade Membership of the Federation through the Region, he shall be entitled to call upon the Regional Association to lay the matter, or procure the matter to be laid, before the Management Board and shall have the right to appear before the Management Board to state his case. On appeal the decision of the Management Board or appeal panel set up by the Management Board shall be final.
- 4.22 Any Member (Trade and Non-Voting) having ceased to be a Member (Trade and Non-Voting) shall only be reinstated:
- 4.22.1 On terms which the Regional Association may determine, and which must be confirmed by the Management Board, in the case of a Trade Member, or
 - 4.22.2 On terms which the Management Board may determine.
- 4.23 A Member (Trade and Non-Voting) shall have no right to receive any services from the Federation or to make any claim against the Federation nor shall the Member be entitled to attend any Regional or other meetings of the Federation or to use the Trade Mark during any period in which any sum due by such Member to the Federation (whether by way of subscription, emergency levy, fees or otherwise) shall be due and outstanding.
- 4.24 The Chief Executive may publish a list of all Members of the Federation in an Annual Directory and elsewhere, and Regional Managers shall notify the Chief Executive of any amendments to the list as they occur, after these have received the approval of the Regional Association where necessary.

5. **Technical Committees and Focus Groups**

- 5.1 The Management Board may create or disband technical committees.
- 5.2 The Head of Technical Services at the Federation may create or disband focus groups that are related to technical committees as required or as directed by the Management Board.
- 5.3 The technical committees shall be chaired by a representative of a Trade Member elected by the committee. If the committee chair is also a representative of a Region, then that Region shall appoint another representative to the technical committee.
- 5.4 Focus groups will be chaired by a member of the technical services staff. The groups will address single issues with the purpose of providing information or recommendations to the parent committee. Focus groups will be suspended once the relevant task has been completed or during times of inactivity.
- 5.5 Technical committee selection will be based on criteria and in line with the terms of references agreed by the Management Board. The technical committees shall be made up of representatives of Trade Members, representatives from supplier Non-Voting Members and co-opted persons. Each Region should put forward at least one representative from a Trade Member to act as their main representative and where possible, at least one deputy. Regional representatives must be from a Trade Member.
- 5.6 The final decision with regards to composition will rest with a selection panel of no more than three people, which will be the Head of Technical Services (representing Federation staff), the current chair of the committee (representing the Trade Members) and the current President of the Federation who shall act as an independent person (to oversee the process and ensure diversity and value). Should a representative of a Region not be selected then the Region shall be invited to nominate another representative until a representative can be found that meets the selection panel's criteria.
- 5.7 All committees shall comply with the relevant terms of reference which may be reviewed by the Management Board as appropriate.
- 5.8 The quorum of each technical committee shall be six voting members of the committee including the chair and/or deputy chair.

6. **Financial Control**

- 6.1 The Annual Income and Expenditure Account and Balance Sheet of the Federation shall be audited by a Professional Accountant, and shall be presented by the Management Board to the Annual General Meeting. Auditors shall be elected annually at the Annual General Meeting.
- 6.2 National expenses of Officers and members of the Management Board and members of the Committees and persons appointed under Regulation 5 above when attending Federation meetings or when engaged upon business, commissions, deputations or otherwise officially representing the Federation, shall be paid by the Federation in accordance with rules made by the Management Board from time to time.
- 6.3 The financial year of the Federation shall commence on the first day of February and end on the thirty first day of January following.

- 6.4 The Federation funds shall be raised by:
- 6.4.1 Subscriptions charged to members, be they Trade Members or Non-Voting Members, which shall be based upon a method as determined by the Management Board from time to time and published accordingly. The amount of subscription payable shall be agreed by the Management Board after consultation with the Regions.
- 6.4.2 Any other method which may be determined by the Management Board.
- 6.5 The Federation shall be responsible for collecting subscriptions from Trade Members by any suitable method which the Management Board deems appropriate e.g. electronic payments, cheque etc.
- 6.6 The Annual Balance Sheet and Income and Expenditure Account of each Regional Association shall be lodged with the Chief Executive within thirty days of its publication, and the Regional Association shall furnish such additional information relative thereto as may be called for by the Chief Executive and/or Management Board.
- 6.7 The Application Fee required to be paid by new Trade Members joining the Federation shall be fixed annually by the Management Board, and such Fees shall be collected by the Federation.
- 6.7.1 The returns made by Trade Members under this Regulation to enable the calculation of the Trade Member's subscription ("the Return") all shall be for a period of twelve months, either:
- (a) 1st April to 31st March, or
 - (b) the Trade Members previous financial year providing the same period is consistently adopted by the Trade Member from year to year.
- 6.7.2 The Management Board reserves the right to verify the information provided in the Return by making its own enquiry of the Trade Member's accountant or by another appropriate method.
- 6.7.3 Should a Trade Member either fail to make a Return in accordance with this Regulation by 30th December the appropriate Regional Association shall have the power to assess that Members Return (using criteria set by the Federation), subject to the Members right of appeal within fourteen days of notification of assessment and the appeal being accompanied by a certified Return. Any appeal shall be dealt with in accordance with procedures set out by the Management Board.
- 6.8 A percentage of the subscription, as agreed by the Management Board having consulted with the Regions shall be the 'regional element'. The regional element of the subscriptions shall be paid monthly by the Federation to the relevant Regional Association.
- 6.9 Regional Associations are responsible for their own reserves, finances and solvency.
7. **Appointment of Officers**
- President and Vice Presidents***
- 7.1 The Management Board shall approve individuals to be nominated as President and Vice Presidents. They will usually be drawn from current members of the Management Board, and

the candidate for President will usually have served as Vice President for at least a year, however this need not be the case if in the opinion of the Management Board there is not an appropriate candidate on the Management Board. Usually the President and Vice Presidents shall come from different Regions.

7.2 Candidates for the offices of President and Vice Presidents shall be notified by the Management Board to the Regional Associations who shall have at least 28 days to raise any objections. Such objections will then be considered before the Management Board finalise the candidates for appointment as President and Vice President. These appointments shall be approved by the Trade Members at the AGM and the Officers shall take up their post from the end of the AGM where the appointment is ratified.

7.3 In the event that a candidate is not appointed to a particular office at the AGM, the Elected Directors shall appoint an alternative candidate to serve in that office, such appointment will be ratified by the Trade Members at the following AGM and if not ratified that individual shall cease to hold office and cease to be a Director.

7.4 No one who has served as President or Vice President can be subsequently appointed as an Elected Director.

Immediate Past Chair

7.5 The retiring President shall serve on the Management Board in the role of Immediate Past Chair for a term of two years.

Officers Terms in Office

7.6 The President's term of office shall be for two years and he may not be reappointed as President. A Vice Presidents term in office is two years and each Vice President shall not normally serve for more than four years.

7.7 For the purpose of Regulation 7.6 and calculating terms in office a year shall be the period from the end of one AGM to the end of the next AGM. Officers shall take office from the end of the AGM at which their appointment is ratified.

Officer Vacancies

7.8 Any vacancies amongst Officers shall be filled from the Officer immediately junior to the post to be filled or if there is none may be filled by election from the Management Board. Any person so appointed shall hold office for the remainder of the term of his predecessor.

8. Elected Directors

Appointment

8.1 Each Regional Association shall elect one Elected Directors annually. Each Regional Association will submit one nomination for automatic election to the Management Board six weeks prior to the AGM and their appointment shall be announced at the AGM.

8.2 Each Region may agree their own method of electing Elected Directors.

Elected Directors Terms in Office

- 8.3 Elected Directors shall serve one year terms from the end of one AGM to the end of the next AGM. Elected Directors may be reappointed provided they usually cannot serve as an Elected Director for more than eight years (consecutively or non-consecutively). The Management Board may agree that it is appropriate for an individual to be allowed to serve as an Elected Director for an additional two years. For the avoidance of doubt, no Elected Director may serve for more than ten years (consecutively or non-consecutively). Any time served prior to the adoption of this Regulation on 11 May 2018 shall be discounted when calculating an Elected Director's term in office.

Elected Director removal

- 8.4 An Elected Director shall cease to be an Elected Director if removed by the Regional Association who appointed him serving written notice on the Federation.

Elected Director vacancies

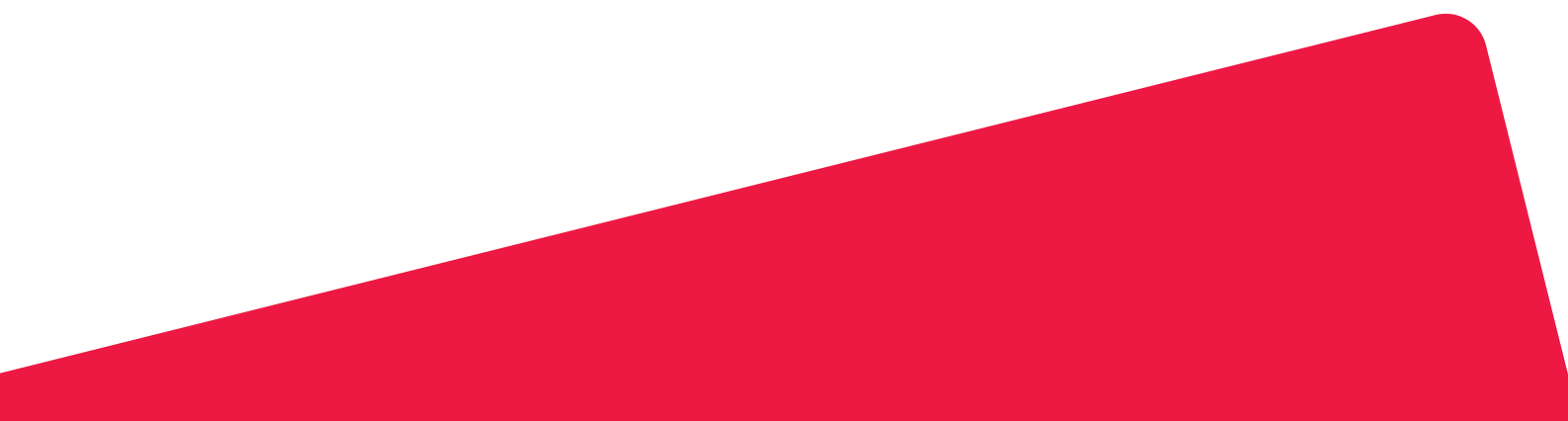
- 8.5 Vacancies occurring amongst Elected Directors shall be filled by Regional Deputies appointed by the Regional Association concerned.

9. Co-opted Advisor Directors

- 9.1 Co-opted Advisor Directors may be co-opted by the Management Board and shall serve for terms of two years calculated from the date of appointment. A Co-opted Advisor Director may be reappointed provided they cannot serve as a Co-opted Advisor Director for more than four years (consecutively or non-consecutively). Co-opted Advisor Directors may be removed at any time by the Management Board.

10. Regional Deputies

- 10.1 If at a given Management Board meeting it is clear that a Regional Association will be unrepresented through absences of the Elected Director, the Chief Executive shall ask the Regional Association concerned to send instead a deputy who shall act as an alternate director and shall have the same powers at that meeting as an Elected Director. Each Regional Association shall accordingly nominate a Deputy for this purpose (a "Regional Deputy") after the Annual General Meeting.





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