

**OBJECTS AND RULES**

**Of the**

**NATIONAL ASSOCIATION  
OF SHOPFITTERS**

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# **The National Association of Shopfitters**

## **Objects and Rules**

*Revised .....2012*

### **1.NAME**

The name of the Association is THE NATIONAL ASSOCIATION OF SHOPFITTERS (the “Association”)

### **2.DEFINITIONS AND INTERPRETATION**

Throughout these objects and rules the following words and expressions shall unless otherwise stated have the following meanings:

“Association Offices”	NAS House 411 Limpsfield Road The Green Warlingham Surrey CR6 9HA or such other address as the Executive Council shall from time to time determine
“Associate Member”	A person, firm or body corporate enrolled as an Associate Member in accordance with Clause 6 (b)
“Authorised Representative”	The representative of a Member appointed under Clause 9 to represent that Member
“Director”	The Director from time to time of the Association appointed by the Executive Council
“Executive Council”	The Associations then current President, Vice President, Immediate Past President, Treasurer, Director and no more than 12 Ordinary Council Members as from time to time appointed by the Association at its annual general meeting
“Financially Sound”	Able to meet debt obligations when due
“Full Member”	A person, firm or body corporate enrolled as Full Member in accordance with Clause 6 (a)
“Industry”	Shopfitting within the United Kingdom
“Member(s)”	Full, Honorary and Associate Members
“Ordinary Council Members”	Full Members who have been elected to the Executive Council by the Association at its annual general meeting but not including the President, Vice President, Immediate Past President or Treasurer of the Association

“Minimum Turnover”	An annual audited shopfitting turnover for the financial year preceding the application for membership of at least £500,000
“Recognised Premises”	Registered business premises capable of sustaining the purpose of the business being carried on thereon
“Shopfitting”	The provision of goods and services, including management services, in respect of structural alterations, decorations, furnishings, lighting, heating, ventilation, flooring, ceilings, shopfronts, entrances, all shop equipment, joinery, architectural metalwork, and all interior fit out work where supplied in connection with shops, stores, hotels, restaurants, public houses, bars, libraries, museums, offices, banks, ships, schools, colleges, hospitals, laboratories, private residences, or the like.
“Stakeholders”	Customers of the Industry
“Subscription(s)”	Such entrance and annual membership fees and levies in relation to Full or Associate members or any of them as are from time to time set by the Association in General meeting or by the Executive Council
“The 1986 Act”	The Insolvency Act 1986

### **3 STATUS**

The Association is an Employers Federation to include those whose business is the Industry and employer organisations that supply and partner the Industry

### **4 OBJECTS**

The Objects for which the Association is established are:-

- (a) To act as the official channel of communication between the Industry and Government, Public Authorities, Trade Associations and Stakeholders on matters of commercial or economic policy affecting the Industry.
- (b) To enable the Members to act as a unit for the purpose of co-operation with other industries and for dealing with economic and commercial subjects of concern to the Industry.
- (c) To devise and maintain fair conditions of trading and to regulate commercial trade practices within the Industry.

- (d) To assist in solving the problems which arise when production and consumption become unbalanced and to operate any scheme designed for this purpose.
- (e) To collect, collate and circulate statistics, changes in legislation and other information and promote the interchange of information between the Association and its Members.
- (f) To encourage individual and co-operative research work and to promote the technical and general knowledge of the Members and their employees.
- (g) To promote the continuous improvement of service to Stakeholders.
- (h) To arrange, if desirable, for collective sales propaganda and other publicity.
- (i) To negotiate or conclude either directly or independently any agreement with any employees, or the authorised representatives of any employees, employed in the concerns in which Members are interested, with a view to a regulation of wages, hours of labour and any other condition of employment and also to protect and safeguard the interests of Members in dealing with disputes with employees by being party to, or represented upon, any board or committee of conciliation or arbitration or other association for the purpose of promoting industrial peace subject to all such matters in the first instance having been dealt with through the Construction Industry Joint Council
- (j) To appoint and remove trustees.
- (k) To provide for and raise monies for the expenses and objects of the Association by means of guarantee funds, subscriptions, grants and levies on the Members or otherwise, and to invest the surplus monies of the Association.
- (l) To purchase, take on lease, or in exchange, hire or otherwise acquire, any real and personal property and any rights and privileges necessary or convenient for the purposes of the Association and to construct, alter, and maintain, any buildings required for the purposes of the Association.
- (m) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association.
- (n) Generally to protect the interests of Members and to encourage and promote good relations and understanding between the Members and their Associates and customers.
- (o) employ and pay any person or persons to supervise, organise and carry on the work of the Association and at the sole discretion of the Executive Council in each case, to grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Association or the dependants or connections of such persons, to establish and maintain trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections

- (p) to support or subscribe to any charitable funds or institutions the support of which may in the opinion of the Executive Council be calculated directly or indirectly to benefit the Association or its employees.
- (q) To liaise through the Shopfitting Independent Training Forum or such other body or committee as authorised by the Executive Council with external training bodies to assist and encourage registered and other apprentices in the Industry to attain the standards required by the Industry and promote the advancement of all such apprentices
- (u) To carry out any other function that in the absolute discretion of the Executive Council is in the interests of Members of the Association

The Executive Council has absolute discretion from time to time to suspend, vary or prioritise the pursuance of any or all of the above objects

## **5 OFFICE**

The normal and usual place of meetings and the office for the principal management of the business of the Association shall be the Association Offices.

## **6 MEMBERSHIP**

### **(a) Full Members**

- i. Any person, firm or body corporate shall be eligible for admission as a Full Member if the Executive Council is satisfied that he, she or it is engaged wholly or mainly in the business of Shopfitting as a manufacturer and installer and/or the procurement and management of Shopfitting work in competition with others so engaged, is Financially Sound, has at least the Minimum Turnover, is operating from Recognised Premises and, in all other respects, is suitable for membership.
- ii. Application for full membership shall be addressed to the Director on the form provided by the Association.
- iii. The Director shall, subject to the provisions of Rule 15(d), place such application before the Executive Council.
- iv. The Executive Council will nominate a member or members of the Executive Council to investigate the application and submit a report on the merits of the application to the Executive Council
- v. The decision of the Executive Council as to whether an applicant qualifies for full membership and if so whether the application shall be granted, shall be final and the Executive Council shall not be bound to give any reason or reasons for its decision.
- vi. Membership shall commence with the first payment of Subscription.

- vii. The rights of a Full Member which is a firm or body corporate shall be exercised on behalf of such Full Member by an Authorised Representative.
- viii. Only the duly authorised representative of a Full Member shall be eligible to hold any office of the Association.

**(b) Associate Members**

- i. Any person, firm or body corporate not eligible for full membership and not engaged in shopfitting in competition with Full Members but who directly supply and partner the Industry shall be eligible for admission as an Associate Member if the Executive Council is satisfied in its absolute discretion that he she or it is operating from Recognised Premises, is Financially Sound and, in all other respects, is suitable for membership.
- ii. Application for Associate membership shall be addressed to the Director on the form provided by the Association.
- iii. The Director shall place such application before the Executive Council.
- iv. The decision of the Executive Council as to whether an applicant qualifies for Associate membership and if so whether the application shall be granted shall be final and the Executive Council shall not be bound to give any reason or reasons for its decision.
- v. Membership shall commence with the first payment of Subscription
- vi. Associate Members shall be entitled to all the rights and benefits of Full Members save that they shall have no voting rights nor shall they or their Authorised Representative be entitled to hold any office of the Association
- vii. The rights of an Associate Member shall be exercised on behalf of such Associate Member by an Authorised Representative.

**(c) Honorary Members**

- i. The Executive Council shall have the power to admit any Member or former Member or any other person to Honorary Membership
- ii. Such Honorary Membership shall only be conferred upon such persons as the Executive Council in its absolute discretion considers to have given exceptional or outstanding service to the Industry.
- iii. Honorary Members shall be under no financial obligation to the Association to pay any subscription
- iv. Honorary Members shall have no voting rights nor shall they be entitled to hold any office of the Association

- v. Subject to Clause 6(c)(iv) Honorary Members shall be entitled to all the benefits offered to Full Members

## **7. CESSATION OF MEMBERSHIP**

- (i) A Member may resign in any year with effect from the end of the financial year of the Association provided that at least three prior months notice in writing of intention to resign has been given by the Member to the Director.
- (ii) A Member shall forthwith cease to be a Member upon the happening of any of the following events:
  - (a) In relation to an individual
    - i. the making of an application for the appointment of an interim receiver in respect of the Members property under section 286 of the 1986 Act
    - ii. the making of a bankruptcy order in respect of the Member
    - iii. the making of an application for an interim order under section 253 of the 1986 Act in respect of the Member
    - iv. the appointment of any person by the Court to prepare a report under section 273 of the 1986 Act in respect of the Member
    - v. a receiver being appointed under the Mental Health Act 1983 or the Member otherwise becoming incapable of managing his or her affairs
    - vi. the Member dying
  - b. in relation to a Company:
    - (i) the making of an administration order in respect of the Member or the presentation of a petition or an application for such an order
    - (ii) the appointing of an administrator other than by a court or any other formal step being taken with a view to appointing an administrator in respect of the Member
    - (iii) any person becoming entitled to exercise in relation to the Member the powers conferred on a administrative receiver
    - (iv) an order being made or a resolution passed to wind up the Member
    - (v) a provisional liquidator being appointed in respect of the Member
    - (vi) the making of a proposal for a voluntary arrangement in respect of the Member
  - c. in relation to any Member (whether an individual or a Company):
    - (i) the appointment of a receiver in respect of any of the Members assets
    - (ii) the person being deemed for the purposes of any law or otherwise to be unable to pay its debts when they become due or to be insolvent including (but without limitation) in any of the circumstances specified in the 1986 Act or pursuant to any analogous insolvency procedure in any jurisdiction



- (iii) Subject to Clause 7(iv) a Member may be expelled from the Association by a Resolution of the Executive Council for either of the following reasons namely:
  - (a) if the Member fails to pay his, hers or its annual subscription within three months of application being made to the Member by the Director for payment of the same.
  - (b) if the Member fails to comply with the Rules of the Association for the time being in force or fails to abide by the decisions properly taken by the Association in general meeting or by the Executive Council.
- (iv) (a) Notice in writing of any Resolution passed under Clause 7(iii) of this Rule shall be given by the Director to the Member within 7 days from the date of the passing of such Resolution. Within a period not exceeding 14 days from the date of the said Resolution the Member may notify the Director in writing of his, her or its intention to appeal against such Resolution. If no such written notice of intention to appeal is received by the Director within the said period of 14 days then and in that event the Member shall be deemed to have been expelled as a Member upon the expiry of the said period of 14 days.
- (b) If the Member shall give notice as hereinbefore by Clause 7(iv)(a) such Member shall have the right to appear before a sub-committee of the Executive Council and such sub-committee shall consist of three members of the Executive Council appointed by the President for the purpose of presenting a report to the Executive Council with recommendation on the merits of the appeal. The said sub-committee shall meet for the said purpose within 60 days from the receipt by the Director of the said notice from the Member stating its intention to appeal.
- (c) After hearing the said appeal the sub-committee shall present its report for decision by the Executive Council. The Executive Council will not be bound to follow the recommendations in the report and the decision of the Executive Council shall be final and binding upon the Member and the Executive Council shall not be required to give any reason or reason for its decisions as to the expulsion or otherwise of such Member.
- (d) If any such appeal is rejected the Member shall be notified by the Director in writing of the decision and the expulsion of the Member from the Association shall be deemed to become effective after the expiry of a period of 14 days from the date of such notification.
- (v) Any Member who shall cease to be a Member under the provisions of Clause 7(ii) or shall be expelled under the provisions of either Clause 7(iii) or 7(iv) of shall remain liable to pay to the Association any sum or sums due from such Member at the date of such cessation or expulsion provided always that the Executive Council may direct the Director to return to any such Member such proportion of current subscription as the Executive Council may determine.

- (vi) Any Member ceasing for any reason to be a Member shall forthwith discontinue the use of the Association's emblem and shall make no claim to be a member of or have any connection with the Association.

## **8 CONFIDENTIAL NATURE OF PROCEEDINGS**

Except as may be specifically decided by the Executive Council or required by operation of law all acts, resolutions, and proceedings of the Association and its committees shall be strictly private and confidential and it shall be a breach of these Rules for any Member to permit or cause information or evidence pertaining to the business of the Association or its committees to be divulged or otherwise conveyed to any person or persons other than such members of their own staff as shall be placed under similar obligations.

## **9 AUTHORISED REPRESENTATIVES**

- (a) Members shall by notice writing appoint a person and may from time to time in like manner remove and replace such person (being a partner, director or senior executive as the case may be) as it thinks fit to act as its Authorised Representative for all Association business including but not limit to attending meetings.
- (b) Authorised Representatives shall be entitled to exercise the same powers (including but not limited to voting) on behalf of the Member he or she represents as that Member could exercise.
- (c) The appointment, removal or replacement of an Authorised Representative shall not be effective unless and until notice in writing thereof shall have been given to the Director.
- (d) An Authorised Representative shall not by reason only of his appointment be personally liable to pay to the Association any sums due from the Member he or she represents.

## **10 MEETINGS OF THE ASSOCIATION**

- (a) Once a year an annual general meeting of the Association shall be held at such time (not being later than 30<sup>th</sup> April in each year) and place as the Executive Council shall determine. At least 21 days clear notice shall be given in writing to each Full Member..
- (b) The Director shall within 21 days of a request so to do signed by not less than three Full Members and giving reasons for the request call a special general meeting of the Association. At least 7 days clear notice shall be given in writing to each Member.
- (c) The Executive Council may at any time call an ordinary general meeting of the Association. At least 7 days clear notice shall be given in writing to each Full Member.

- (d) Members attending general meetings may be accompanied by principals or executives, e.g. proprietors, partners, directors, general managers, or company secretaries, who shall have no voting rights.
- (e) A quorum at a meeting shall consist of not less than fifteen Full Members present in person or by proxy.
- (f) If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time, and if, at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Full Members present shall be a quorum.
- (g) The accidental omission to give notice of a meeting to, or the non-receipt of the notice of the meeting by, any Member entitled to receive notice shall not invalidate the proceedings at the meeting.

## **11. BUSINESS OF THE ANNUAL GENERAL MEETING**

At the annual general meeting:

- (a) The current President will be the Chairman of the meeting
- (b) The Treasurer will present a report accompanied by audited statements of account including balance sheet and income and expenditure accounts, for consideration approval and adoption
- (c) Auditors will be appointed who shall audit the accounts of the Association at least once in every financial year and continue in office until the next annual general meeting unless they have previously been removed by an ordinary or special meeting
- (d) The Executive Council shall nominate from amongst their number Full Members each for the offices of President, Vice-President and Treasurer for the ensuing year for election.
- (e) The President, Immediate Past President, Vice President and Treasurer for the preceding year shall retire but, save for the Immediate Past President, shall be eligible for election as Ordinary Council Members.
- (f) Three Ordinary Council Members shall retire but shall be eligible for re-election. The retiring Ordinary Council Members shall be those who have been longest in office and as between two or more who have been in office an equal length of time the one to retire shall be decided by lot.
- (g) Any other nominations by Full Members for election to the Executive Council will be reported to the meeting by the Chairman. Any such nominations duly proposed and seconded and with the consent of the nominee, must have been received by the Director in writing at least fourteen days prior to the annual general meeting.

- (h) The meeting shall elect the President, Vice-President and Treasurer and the Ordinary Council Members for the forthcoming year to fill the vacancies caused by the retirements under Clauses 11(c) and 11(d).
- (i) To receive and consider and, if thought fit, to approve and adopt reports on any matters referred to it by the Executive Council.
- (j) To transact any other business

## **12 VOTING AND RESOLUTIONS AT ALL MEETINGS**

- (a) The President or Vice President will be Chairman of the meeting
- (b) Only Full Members are eligible to vote.
- (c) A resolution put to the vote at a meeting shall be decided on a show of hands unless a poll is, either before or on declaration of the show of hands, demanded by the Chairman or at least three Full Members. Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, 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, that resolution.
- (d) Any Full Member may appoint a proxy to act for him her or it at any general meeting. Such proxy shall be a partner, director or senior executive and must be appointed in writing on a form approved by the Association which form must be received by the Director at least three clear days before the meeting. Votes may be given either personally or by proxy.
- (e) On a show of hands each Full Member present in person or by proxy shall have one vote.
- (f) On a poll each Full Member present, in person or by proxy, shall have a vote equivalent to his or its annual subscription for the current year. The decision of the Director as to the number of votes which any Full Member is for the time being entitled to cast on a poll shall be final.
- (g) A resolution shall be passed by a simple majority of the votes, unless some other majority is required by the Rules.
- (h) In the case of an equality of votes the Chair of the meeting shall have a second or casting vote
- (i) No Full Member shall be entitled to vote, either in person or by proxy, unless all monies presently payable by him, her or it to the Association have been paid.

### **13 MANAGEMENT AND ADMINISTRATION**

- (a) The affairs of the Association, except those expressly stated by these Rules as being the duty of the Association in annual general meeting, shall be directed by the Executive Council.
- (b) Where it is deemed advisable by the Executive Council, regional bodies may be formed to discuss and decide purely local affairs and make recommendations to the Executive Council on matters that might concern the Industry as a whole. The Executive Council may vote a sum of money from the funds of the Association to support any regional bodies.
- (c) The Executive Council shall consist of the President, the Vice-President, the Immediate-Past President, the Treasurer, not more than twelve Ordinary Council Members and, where applicable, the President or in his absence the Vice President of each regional body (if any) formed under paragraph (b) of this Rule. The Director shall also be a member of the Executive Council without voting rights, subject always to the limitations upon his right to attend and speak as is expressed in Clause 15(c).
- (d) The President shall preside at Association dinners and social functions, and shall represent the Association on social occasions. He shall also be Chairman of the Executive Council.
- (e) The Vice-President shall deputise for the President on all occasions.
- (f) When the President retires under clause 11(e) the President becomes Past President and remains a Member of the Executive Council (ex officio)
- (j) The Executive Council:-
  - (i) May make rules and bye-laws for the conduct of its meetings and shall otherwise regulate its meetings as it thinks fit.
  - (ii) May from time to time appoint a Full Member to fill any casual vacancy that may arise and may appoint such sub-committees as it may deem necessary.
  - (iii) May delegate any of its powers to such sub-committees as it may appoint, and such sub-committees shall in the execution of the powers so delegated conform to any regulations that may be imposed on them by the Executive Council and report back to the said Executive Council.
  - (iv) May appoint a Director and such other staff as they think fit, not being Members of the Association, on such terms and conditions as shall be settled by them.
  - (v) May carry out any function that in their absolute discretion is in furtherance of the objects and rules of the Association
  - (vi) May carry out any function that in their absolute discretion is in the best interests of Members

- (vii) May in their absolute discretion suspend vary or prioritise the objects of the Association
- (viii) May authorise payments from the Association's funds for any purpose which they consider conducive to the objects and rules or generally for the benefit of the staff or Members of the Association.
- (ix) May appoint or remove holding trustees

## **14 MEETINGS OF THE EXECUTIVE COUNCIL**

Meetings of the Executive Council shall be held at such times and such places as may be determined by them and, in addition, a meeting may be convened at the request of any of the President, the Vice-President, The Treasurer, the Director, or any three Members of the Council. Unless the Executive Council otherwise determine, a quorum at an Executive Council meeting shall be five, excluding the Director.

## **15 THE DIRECTOR**

- (a) A Director may be appointed by the Executive Council on such terms and conditions as they shall think fit.
- (b) The Director shall advise on all matters arising from the development and carrying out of the objects of the Association as set out herein.
- (c) The Director shall ex officio be a Member of the Executive Council without voting rights and he shall be entitled to attend and speak at meetings of the Association and of the Executive Council and at such meetings of the sub-committees of the Executive Council as the Executive Council may from time to time determine.
- (d) The Director shall not be liable to retire from the Executive Council by rotation.
- (d) The Director shall receive and treat as strictly confidential all information, figures and returns of any kind made by any Member. He shall not be called upon to divulge such information, figures and returns to any other Member or Members, including the Executive Council, without the written consent of the Member concerned in each case. The Director shall prepare from such confidential information bulk figures and statistics for the benefit of the Executive Council as and when required.

## **16 INDEMNITY**

Every member of the Executive Council or any committee and every trustee and officer or employee of the Association shall be indemnified out of the property of the

Association against all damages costs and expenses which such person may incur or become liable to pay arising from any act or omission whilst bona fide engaged in the business or interests of the Association or in the discharge of his or her duties.

## **17 FINANCE AND FUNDS**

- (a) (i) Each Full Member shall pay towards the general expenses of the Association an annual subscription based upon the invoice value of Shopfitting work for Home Trade or Export executed during the previous or any other calendar year as decided by the Executive Council and calculated at such a rate as the Executive Council shall from time to time determine. A form for returning the value of such work will be provided by the Association and the value must be certified or assessed by the Member's auditors or professional accountant.
- (ii) Each Associate Member shall pay towards the general expenses of the Association an annual subscription calculated on such basis as the Executive Council shall from time to time determine.
- (iii) There shall be minimum and maximum subscriptions to be determined by the Executive Council from time to time. The Executive Council may allow discounts on subscriptions paid by a specific date and require an interest charge on subscriptions not paid by an agreed date.
- (iv) Where a company is eligible for Full Membership and is a subsidiary company of another being a Full Member or, is an associate company of another being a Full Member and where both are subsidiary companies of the same parent or holding company the Executive Council may in its absolute discretion offer such companies the benefit of group subscription rates as it shall from time to time determine.
- (b) If a Full Member shall within 3 months of demand made in writing by the Director fail to make a return of the invoice value of Shopfitting work for the purpose of assessing the subscription due from that Member in any one financial year then after the expiry of the said period of 3 months the Director shall make such assessment on behalf of such defaulting Member and the Director shall immediately notify in writing such defaulting Member of the amount thereof and of the amount of the resultant subscription due from that defaulting member. Upon the giving of such notification by the Director as aforesaid the said subscription shall be deemed to be due and payable by the defaulting Member to the Association in accordance with these Rules as if a return had been made by the defaulting Member in accordance with sub-rule (a) hereof.
- (c) Where a Full or Associate Member has control of or is actively connected with any other Company or Firm, all Shopfitting work done by those Companies or Firms (once only) as turnover at its invoice value to the client for subscriptions purposes. The decision from time to time of the Executive Council as to what constitutes control or active connection for the purposes of this paragraph shall be final.

- (e) Where under sub-rule 17(b) hereof an assessment of a subscription has been made by the Director, as therein provided the amount of the said subscription shall be forthwith due and payable and if the amount thereof is not received within thirty days from the date of notification of the amount of the said assessment a reminder shall be sent stating that unless the money due is received within a further fourteen days the defaulting Member will be reported to the Executive Council with a view to action being taken under the provisions of Rule 7(iii) hereof.
- (f) The funds of the Association including any funds returned to the Association from disbanded regional bodies of the Association shall belong to the Association and be administered by trustees under the direction of the Executive Council.
- (g) Any Member ceasing to be a Member otherwise than by the winding up of the Association shall forfeit all interests in the funds of the Association.

## **18 ACCOUNTS**

- (a) Proper books of account shall be kept by the Director with respect to all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place.
- (b) Unless and until otherwise determined by the Association in general meeting the financial year of the Association shall end on 31st December. An income and expenditure account and balance sheet shall be prepared as at the end of the financial year for submission to Members.
- (c) Such income and expenditure accounts and balance sheets shall be submitted for audit to the firm of professional accountants appointed by the Association.

## **19 TRUSTEES**

- (a) The Executive Council shall cause the title to all land, buildings and investments to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as Trustees. Trustees may be removed by the Executive Council at their pleasure and shall act in accordance with the lawful directions of the Executive Council. Provided they act only in accordance with those lawful directions of the Executive Council the Trustees shall not be liable for the acts and defaults of its members.
- (b) The Trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

## **20 JOINT AND SEVERAL AGREEMENTS**

All Members shall conform to the provisions of any agreement entered into by the Association in the furtherance of its objects.



## **21 NOTICES**

- (a) Any notice may be served by the Association on any Member either personally or on its Authorised Representative as the case may be or by sending it through the post in a prepaid letter addressed to such Member at his, her or its address as shown in the Associations list of members and any letter so sent shall be deemed to have been received within 3 days of posting.
- (b) Any notice may be served on the Association by any Member by sending it through the post in a prepaid letter addressed to the Association Offices and any letter so sent shall be deemed to have been received within 3 days of posting.

## **22 ALTERATIONS OF RULES AND REGULATIONS**

These rules and regulations may be amended by resolution passed by more than 75 per cent of the votes of those voting in person or by proxy at any general meeting of the Association. Notice of proposed amendments giving the name of the proposer and seconder shall be sent by the Director to each Member at least fourteen days including the date of posting before the date of the general meeting at which the resolution is to be proposed.

## **23 DISSOLUTION**

- (i) The Association may be wound up at a general meeting by a resolution passed by a bare majority of votes of Full Members voting in person or by proxy, such resolution to be subject to confirmation at another general meeting to be held not earlier than seven nor later than twenty-one clear days thereafter, by more than 75 per cent of the votes of those voting in person or by proxy.
- (ii) In the event of winding-up any surplus funds remaining thereafter shall be distributed amongst the Full Members in proportion to the subscriptions paid by such Full Members in the financial year preceding the date of winding-up and any deficiency shall be met by levying on each Full Member a sum in proportion to the subscription paid by such Full Member in the financial year preceding the date of wind-up.

