

**The Companies Acts 1948 to 1989**

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

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**M E M O R A N D U M**

**and**

**A R T I C L E S   O F   A S S O C I A T I O N**

**(incorporating all amendments up to 11<sup>th</sup> May 2017**

**of**

**THE  
BRITISH PRECAST  
CONCRETE FEDERATION LIMITED**

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**Incorporated the 23<sup>rd</sup> day of April 1975**

**Company No. 1209092**

**The Companies Acts 1948 to 1989**

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

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**MEMORANDUM OF ASSOCIATION**

of

**The  
BRITISH PRECAST  
Concrete Federation Limited**

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1. The name of the Company (hereinafter called “the Federation”) is “THE BRITISH PRECAST CONCRETE FEDERATION LIMITED”.
2. The registered office of the Federation will be situated in England.
3. The objects for which the Federation is established are –
  - (1) To take over the assets and liabilities of British Precast Concrete Federation or such of them as may lawfully be taken over by the Federation.

Clauses 2 and 3 deleted as per AGM 17.05.12

- (4) To promote and co-ordinate the interests and activities of the Precast Concrete Industry generally.
- (5) To co-operate with Her Majesty’s Government and the devolved administrator in the standardisation and production of concrete products.
- (6) To advise on methods of production and distribution for the benefit of its members.
- (7) To co-operate with other allied interests and to arrange for their representation in (but not membership of) the Federation.
- (8) To arrange so far as possible or assist in the arrangement of the production of concrete products but not so far as to impose any

obligations on the Federation to provide or contribute towards or guarantee finance.

- (9) To institute, promote, support or oppose legislative or other measures or proceedings affecting the interests of the Industry; to create and maintain a public opinion favorable to precast concrete products; to procure and disseminate information, to hold meetings public and private, and to carry on promotional work, and to subscribe to become a member of and to co-operate with any other association whose objects are altogether or in part similar to those of this Federation or likely to be of value to its members.
- (10) To promote the formation of and to finance and otherwise support Regions and Product Associations of the Federation.
- (11) to create and uphold a standard of excellence in manufacture.
- (12) To take up with transport undertakings and others the question of freight and other matters concerning carriage.
- (13) To prepare, edit, print, publish, issue, acquire, circulate and/or sell books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the Industry, and to establish and maintain a bureau of information for the benefit of members of the Federation.
- (14) To promote research and other scientific work in connection with the Industry and for that purpose to establish, form, equip and maintain laboratories, workshops or factories for conducting and carrying on experiments, and to provide funds for such work, and for payment to any person or persons engaged in research or scientific work, whether in such laboratories or elsewhere.
- (15) To apply to the Government of Great Britain or Northern Ireland, public bodies, County, District and other local authorities and other bodies or persons for and accept grants of money, donations, gifts, subscriptions and other assistance for the purpose of the objects of the Federation and to discuss and negotiate with the Committee of the Privy Council for Scientific and Industrial Research and other Government departments, public and other bodies, corporations, companies or persons, schemes of research and other work and matters affecting the Industry, and to conform to any conditions upon which such grants and other payments may be made.
- (16) To enter into arrangements with any Government, public authority, corporation or other body or person that may seem conducive to the fulfillment of the Federation's objects or any of them, and to

obtain from any such Government, authority, corporation or other body or person any rights, privileges and concessions which the Federation may think it desirable to obtain, and to carry out, exercise or comply with, any such arrangements, rights, privileges and concessions.

- (17) To encourage the discovery of, and investigate and make known to all members of the Federation the nature and merits of inventions, improvements, processes, materials and designs which may seem capable of being used by members of the Federation and others for any of the purposes of the Industry and to acquire any patents or licences relating to any such inventions, improvements or processes and to acquire and register any designs or standardisation marks, whether for general or special purposes with a view to the use thereof by all members of the Federations and others upon such terms as may seem expedient and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing and exhibiting any articles or substances to which the same may be capable of application.
- (18) To promote, subsidise, assist in the conduct of or hold any exhibition, and to contribute prizes, medals or other awards thereat.
- (19) To establish, promote, co-operate with, enter into agreements with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to or otherwise assist any associations or institutions or other bodies incorporated or not incorporated any of whose objects are similar to those of the Federation or likely to be of value to its members.
- (20) To retain or employ skilled professional or technical advisers or workers in connection with the objects of the Federation or any of them and to pay to such advisers or workers such fees or other remuneration as may be considered expedient, and to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of students engaged in research and experimental work or persons engaged in studying the principles involved in the Industry or any process connected therewith, whether in the laboratories, workshops, quarries, works or mines of the Federation or its members or elsewhere, and to employ and remunerate as may be considered expedient instructors and supervisors for such students and also for persons engaged in studying the principles involved in the Industry or in any process connected therewith, due regard, however, being paid to the provision of instruction through existing Institutions.

- (21) To apply for, purchase or otherwise acquire and protect, prolong and renew in the United Kingdom any patents, patent rights, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention, process or privilege which may seem capable of being used in furtherance of the Federation's objects or any of them, and to turn to account in such manner as may be considered expedient any property, rights and information so acquired, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Federation may acquire or propose to acquire.
- (22) To do all or any of the matters and things aforesaid in relation to any industry allied or ancillary to the Industry to the like extent as in relation to the Industry itself.
- (23) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Federation.
- (24) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought expedient with a view to the promotion of its objects.
- (25) To undertake, accept, execute, perform and administer any lawful trust or conditions affecting any real or personal property of whatsoever nature held or owned in trust for the benefit of, or for any of the purposes or objects of the Federation and to accept any donation, devise, bequest, subscription or contribution for any of the purposes or objects thereof.
- (26) To borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit.
- (27) To invest the monies of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (28) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Federation.

- (29) To lend and advance money not immediately required for use in connection with any of its objects, and to give credit on such terms and in such manner as may from time to time be determined and to place any such monies on deposit with Bankers and others.
- (30) To draw, accept, make, endorse, discount, execute, issue, negotiate, buy, sell, and otherwise deal in cheques, bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (31) To apply for, institute, promote, support or obtain any Royal Charter, legislative, municipal or other Acts, authorisations, proceedings or actions for the purpose of enabling the Federation to carry any of its objects into effect or of effecting any modifications of the Federation's constitution, or for any other purpose which may be considered expedient, and to oppose any proceedings or actions which may be considered calculated directly or indirectly to prejudice the Federation's interests.
- (32) To establish, maintain, control and manage branches of the Federation in the United Kingdom as may seem expedient, and from time to time to determine the constitution, rights, obligations and duties of such branches, and to dissolve and modify the same from time to time as and when considered expedient.
- (33) To cause to be prepared and made available to members and other persons interested in the Industry standard forms of contract for the sale of the products of the Industry and to encourage the use of the same by all persons engaged in the Industry.
- (34) To establish minimum and other standards of quality and workmanship for the Industry and to encourage and foster their use and maintenance by all persons engaged in the Industry.
- (35) To provide pensions and sickness benefits and allowances for past and present employees of the Federation not being members of the Federation and their dependants or connections.
- (36) To pay all expenses of and incidental to the incorporation and establishment of the Federation.
- (37) To give to members of the Federation all such legal or other assistance as the Federation or the Council shall think proper.
- (38) Generally to further the interests of the members of the Federation.

- (39) To do all such things as are incidental or conducive to the attainment of the Federation's objects or any of them.

Provided that at the time of a Proclamation under the Emergency Powers Act 1920, as amended by the Emergency Powers Act 1964 the Federation may, at the discretion of the Council, negotiate contracts for the supply and arrange the manufacture of specially designed precast concrete products until otherwise resolved by the members at an Extraordinary General Meeting.

It is hereby declared that, save as hereinbefore provided, the objects specified in the different paragraphs of this Clause shall except where otherwise expressed in such paragraphs be in nowise limited by reference to any other paragraph or to the name of the Federation but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

Provided that in case the Federation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, or any authority exercising corresponding jurisdiction in Scotland and Northern Ireland, the Federation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council or other governing body of the Federation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council or other governing body have been if no incorporation had been effected, and the incorporation of the Federation shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Minister of Education or such other Authority as aforesaid over such Council or other governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Federation were not incorporated. In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with the same in such manner as allowed by law, having regard to such trusts.

Provided also that the Federation shall not support with its funds any object, or endeavor to impose on or procure to be observed by its members or others, any regulation, restriction or condition, which if an object of the Federation would make it a Trade Union.

4. The income and property of the Federation, when so ever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association, and no portion thereof

shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the members of the Federation.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Federation or to any member of the Federation, in return for any services actually rendered to the Federation, or for any material, labour, plant or power supplied for experimental purposes, nor prevent the payment of interest, at a reasonable rate on money lent, or payment of a reasonable and proper rent for premises demised or let by any member to the Federation, nor the gratuitous distribution among or sale at a discount to subscribers to the funds of the Federation of any books or other publications whether published by the Federation or otherwise, relating to all or any of its objects as above set forth, but so that no member of the Council or governing body of the Federation shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of such Council or Governing Body except by way of repayment of out of pocket expenses and interest at a reasonable rate on money lent or the payment of a reasonable and proper rent for premises demised or let to the Federation provided that nothing hereinbefore contained shall prevent any payment to any railway, gas, electric light or power, water cable or telephone company, of which a member of the Council may be a member or to any corporate body of which a member of the Council may be a member or shareholder holding less than one-hundredth part of its capital, and members shall not be bound to account for any share of profits they may receive in respect of any such payment.

Provided also that nothing herein shall prevent any member of the Federation, whether a member of the Council or not, from exercising any processes and making, using, acquiring and vending any articles and things in the ordinary course of his business for profit or otherwise under any licence or permission in respect of any discovery, invention and patents resulting from the work of the Federation.

5. The liability of the members is limited.
6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.



7. If upon the winding up or the dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to any extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Federation, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Federation and of the property, credits and liabilities of the Federation; and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Federation for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

**NAMES, ADDRESS AND DESCRIPTIONS  
OF SUBSCRIBERS**

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ROBERT A. ROGERS	-	28 Bush Lane, London, EC4R 0AE. Solicitor.
IAN D. S. DAVIS	-	36 Calvert Road, Barnet, Herts. Solicitor.
RICHARD M. MASSEY	-	31 Stirling Way, Horsham, Sussex. Solicitor.
LESLIE L. PIKE	-	25 Knoll Road, Sidcup, Kent. Solicitor.

- HENRY H. MARTIN - 53 Birchwood Road, Petts Wood,  
Orpington, Kent.  
Solicitor.
- HUGH H. GWYTHER - 13 Hindwood, Bampton Road, Forest  
Hill, London, SE23.  
Solicitor.
- CHARLES R. DAVIS - 7 Meadway, Westcliff-on-Sea, Essex.  
Solicitor.
- 

DATED this 9<sup>th</sup> day of April, 1975.

WITNESS to the signature of the above –

C. J. MUNDAY,  
28 Bush Lane,  
London,  
EC4R 0AE.

Solicitor's Articles Clerk.

**The Companies Acts 1948 to 1989**

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

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**ARTICLES OF ASSOCIATION**

of

**The  
BRITISH PRECAST  
Concrete Federation Limited**

(incorporating amendments made by Special Resolutions in 1976, 1978, 1981,  
1982, 1983, 1986, 1991, 2003, 2008 and, 2009, 2010 and 2012)

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# GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context –

## **WORDS**

## **MEANINGS**

**The Federation:**

The British Precast Concrete Federation Limited

**The Council:**

The Council of Management referred to in Rule 50.

**Year:**

A period of twelve months ending on the 31<sup>st</sup> day of December or such other date as the Council shall from time to time decide as the end of the financial year of the Federation.

**Month:**

Calendar month.

**Firm:**

Any partnership firm or other unincorporated association.

**The Industry:**

The business of the manufacture, transportation and installation of precast concrete products in factories and on construction sites in the United Kingdom.

**Member:**

A Full Member of the Federation except where there is something in the subject or context inconsistent therewith but it does not include an Associate Member or an Affiliated Member unless the Articles so provide.

**Affiliated Organisation:**

Any organisation which is declared by resolution of the Council to be affiliated to or associated with the Federation and the word “affiliation” shall be construed accordingly.

<b>These Articles:</b>	These Articles of Association, and the regulations of the Federation from time to time in force.
<b>The Office:</b>	The registered office of the Federation.
<b>The Seal:</b>	The common seal of the Federation.
<b>The United Kingdom:</b>	Great Britain and Northern Ireland.
<b>The Act:</b>	The Companies Acts, 1948 to 1989.
<b>In Writing:</b>	Written, typewritten, printed or lithographed, or partly one and partly another, and all other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons include corporations, companies, associations and firms.

For the purposes of these Articles, a person shall be deemed to be “associated” with another person if he controls or is controlled by or is subject to the same control as that other person and “control” shall mean, in the case of a corporation, the ability to exercise or to control the exercise of more than half of the votes exercisable of its Board of Directors, and, in the case of an individual, the ability to control the management of the business carried on by that individual.

The expression “Secretary” shall include an Assistant or Deputy Secretary and any other person appointed by the Council to perform any of the duties of the Secretary.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Federation shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

Reference herein to any provision of the Act shall be a reference to such provision as modified by any statute for the time being in force.

## **BUSINESS**

2. The Federation is established for the purpose expressed in its Memorandum of Association.
3. Any branch or kind of business which the Federation is either expressly or by implication authorised to undertake may be undertaken by the Council at such time or times as it may consider expedient and further maybe suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Council may consider it expedient not to commence or proceed with the same.
4. The business of the Federation may be commenced as soon after the incorporation of the Federation as the Council shall think fit.
5. The Office shall be at such place in England as the Council shall from time to time appoint.

## **ADMISSION OF MEMBERS**

6. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Federation.
7. The number of members with which the Federation proposes to be registered is five hundred, but the Council may at any time or from time to time register an increase of members.
8. Membership of the Federation shall be limited to persons, firms (by their representatives) and corporate bodies or clearly identifiable divisions or trading parts thereof as are manufacturers of precast concrete products including concrete products which may incorporate or be integral with other materials in factories in the United Kingdom.
9. Members shall on application to the Council in such form as the Council shall from time to time prescribe, and the Council being satisfied that such applicant is suitable for membership of the Federation in regard to good standards of practice, workmanship and conduct in the industry, be elected by the Council by a show of hands.

10. (1) If a firm shall desire to obtain the advantage of membership it shall nominate one of its members to act as its representative, apply for membership, sign the application and exercise the rights of membership on its behalf. The firm shall deposit with the Council the nomination of such representative and shall give all information that may be reasonably required by the Council regarding such nominee. A firm, as such, shall not be a member of the Federation and the Federation shall be entitled to treat the representative of a firm as alone entitled to the privileges and subject to the liabilities incidental to membership, save that successive representatives of a firm shall not be liable for more than one entrance fee nor for more than one annual membership due (in the case only of an Associate Member) nor, to pay more than once any other amount or amounts which may have been fixed by the Federation in General Meeting or the Council under the provisions of Articles 13 or 56(3) respectively in respect of any year.
- (2) The nomination of a representative shall ipso facto be revoked if such representative ceases to be a member of the firm by which he has been nominated.
- (3) A firm which has nominated its representative as aforesaid may from time to time revoke the nomination of such representative and, subject to the approval of the Council of the Federation, nominate another representative who shall apply for membership in his place. Upon receipt by the Council of any such revocation the person whose nomination is revoked shall ipso facto cease to act or be entitled or recognised as a member, and any person nominated in his place shall, if duly elected by the Council, be and become the member of the Federation, who shall represent such firm in place of the representative whose nomination has been revoked as aforesaid.
- (4) All such nominations and revocations shall be in writing signed by all the members of the firm. Each firm shall at the date of each nomination give to the Council in writing full particulars of the nature of the firm and its places of business and of the name, nationality and private or workplace address of each partner, and thereafter shall give such particulars when and as often as may be required by the Council. Any changes in the constitution and nature of the firm shall be immediately notified to the Council, who if they do not approve such change, shall give twenty-one days' notice in writing to the firm to require the firm to withdraw its representative from the Federation stating the reason for the requirement, and at the end of such period of notice the firm shall cease to be entitled to nominate a representative and membership shall cease.

- (5) A corporation or a clearly identifiable division or trading part thereof desiring to be or being a member shall nominate a person, being a director or other responsible official of the corporation or a clearly identifiable division or trading part thereof, to act as its representative subject to the approval of the Council and may from time to time revoke the nomination of such representative and (subject to the approval of the Council) nominate another representative in his place. The application for membership by a corporation or a clearly identifiable division or trading part thereof shall be in writing signed by an authorised officer of the corporation or a clearly identifiable division or trading part thereof, and all such nominations and revocations shall be in writing under the hand of the secretary or some other officer of the corporation or a clearly identifiable division or trading part thereof.
- (6) A representative appointed under Article 10 (1) or (5) may be represented by a deputy at any meeting of the Federation, provided he notifies the Secretary of the Federation beforehand and the deputy is approved by the Council.
- (7) All new members must on application sign the current versions of pledges under the BPCF Charter Scheme currently the Health and Safety Charter and the Sustainability Charter. In addition any new member must also nominate at least one product group if one exists that is applicable to a dominant element of their production..Membership of an applicable product group if available is to be continued.
11. (1) The Council shall in all cases have absolute discretion in deciding whether any person or corporation or clearly identifiable division or trading part thereof shall or shall not be admitted to membership of the Federation save that an applicant eligible for membership in accordance with Article 8 shall not be excluded by way of arbitrary or unreasonable discrimination.
- (2) Should the Membership category under which an existing member has been admitted to membership of the Federation be removed, then the Council may at its discretion allow the continuation of that member under such conditions as the Council shall determine.
12. No person, representative of a firm or corporation or clearly identifiable division or trading part thereof shall be registered as a member until the entrance fee shall have been paid.

## **MEMBERS' FEES AND SUBSCRIPTIONS**

13. (1) Every Member of the Federation shall be bound to pay to the Federation such entrance fee as the Council shall from time to time determine, provided the Council may at their discretion waive such fee in any particular case.

(2a) Every Member of the Federation shall be bound to pay to the Federation –

(i) an amount notified to him previously in writing by way of a subscription based in relation to his turnover in cast stone and precast concrete products at all his works in his financial year ended within the year to 30 June preceding the fixing of the subscription at such amount as shall be fixed by the Federation in General Meeting and notified to him, and

(ii) such contribution notified to him in writing prior to the demand for payment as may be fixed by the Council under Article 56(3) hereof.

Every Member shall be given written notice of the subscription rates in relation to turnover as aforesaid and the basis of any additional contribution not later than when the demand for payment of the relevant subscription or contribution is made.

(2b) Every Member of the Federation who is a member of a Product Association shall be bound to pay to the Federation an amount notified to him previously in writing by way of a contribution to the costs of the services made available by the Federation to the Product Associations as may be fixed by the Council under Article 56(4) hereof.

(3) The subscription fixed by the Federation in General Meeting shall be due and payable by a member on the date each shall be demanded.

(4) For the purpose of the subscription fixed by the Federation in General Meeting turnover is defined as follows –

The total amount receivable by a member in the ordinary course of business for goods manufactured and sold or



supplied by him as a principal and for services provided in connection with goods manufactured by him. Exports shall be included. The following deductions shall be allowed –

- (i) Goods other than precast concrete products.
- (ii) Trade discounts, e.g., builders merchants' discounts.
- (iii) Cash discounts.
- (iv) Value Added Tax if included.
- (vi) Royalties receivable or their equivalent.
- (vii) Charges for service rendered separately invoiced.
- (viii) Haulage.

Turnover as defined above shall be declared by a member for all precast concrete manufacturing and erection operations covered by his membership.

- (5) The turnover year shall be a member's financial year ending within the year to 30 June preceding the fixing of the subscription and a member's turnover shall be reported to the Secretary of the Federation within three months of the close of his financial year and his report shall be accompanied by a statement giving particulars of all adjustments made under Article 13(4) above.
- (6) In advance of the fixing of the subscription and contribution to the costs of services made available by the Federation to the Product Associations the Council shall have power to call for payment on account of the subscription and contribution of a proportion of the subscription and contribution paid by a member in the previous year, the proportion and the timing of the call to be decided by the Council as it shall see fit.
- (7) Every Member shall be bound to pay such further amount by way of special subscription in respect of any previous year calculated in the same manner as the subscription referred to in Article 13(2a) for such previous year as the Council may from time to time determine and no portion of such special subscription shall be payable to any affiliated body or otherwise in accordance with any agreement whereby the Federation is obliged to pay a portion of subscription to another body except as the Council in its discretion shall determine.

- (8) Every member shall be bound to observe the provisions of the Articles and all the By-laws of the Federation for the time being in force.

## **TERMINATION OF MEMBERSHIP**

14. Any member may withdraw from the Federation or Product Group by giving at least twelve calendar months' notice in writing duly signed to the Secretary and paying to the Secretary.
- (A) Any amount or amounts assessed on the member by way of subscription which has been or may be fixed by the Federation in General Meeting under Article 13 for the year in which the Notice is given.
- (B) Where the Notice of Withdrawal expires in the year following that in which it is given, a proportion, covering the period from the beginning of that year of expiry to the date of expiry, representing one-twelfth per month of such period, of any amount or amounts assessed on the member by way of subscription which may be or has been fixed by the Federation in General Meeting under Article 13 for that year.
- (C) Any contribution which the Council may have required to be paid by the member under Article 56(3) or may so require to be paid in respect of contracts placed with the member before the Notice takes effect.
- (D) Any amount or amounts assessed on the member by way of a contribution to the costs of the services made available by the Federation to the Product Associations which may be or has been fixed by the Council under Article 56(4) for that year.

The notice shall take effect upon the date the same is expressed to expire or on the date of payment of the said amount or amounts whichever be the later. In default of such Notice and such payment a member shall continue to be liable to pay any amount or amounts payable under Article 13 and Article 56(3).

15. (A) Upon the withdrawal of any member under Article 10(4) or Article 14 or pursuant to notice as stated in Article 16(A) the member shall not be entitled under any conditions to any repayment of any sum or sums which may have been paid to the Federation under Article 13 or under Article 56(3) or any part thereof.

- (B) Should any member wish to rescind notice of withdrawal at any time, then application shall be made to the Council who will consider the application as if it were in respect of a new membership.
- 16.
- (A) The Council by a majority of two-thirds of those present and voting may at any time by notice in writing require any member to withdraw from the Federation forthwith or at a date fixed by the Council, and such member shall cease to be a member of the Federation at the time specified in such notice, provided that not less than fourteen days' previous notice of the meeting at which such resolution is to be proposed shall be given to such member and he shall be entitled to be heard thereat. If a member required to withdraw as aforesaid objects to such notice to withdraw and within twenty-one days after the receipt of such notice gives notice in writing to the Federation that he so objects, the Council shall forthwith convene a General Meeting of the Federation to consider the matter at which such member shall be entitled to be heard, and unless the General Meeting confirms the notice of the Council the notice to withdraw shall be void.
  - (B) the Council by a majority of two-thirds of those present and voting may at any time on application by a member so ceasing to be a member as aforesaid reinstate such member on such terms as the Council shall think fit, and may, in particular, but need not require such member to pay a fresh entrance fee or subscription (in the case only of an Associate Member) for the current year.
  - (C) The Council by a majority of two thirds of those present can require any member not conforming to the requirements of the BPCF Charter scheme to withdraw from the Federation.
17. The rights of any member shall not be transferable and shall cease upon the member failing to pay any sums which may have been fixed by the Federation in General Meeting or determined by the Council by way of subscription or otherwise under Article 13 and Article 56(4) within three months of a written demand by the Secretary or any contribution which the Council may have required to be paid under Article 56(3) within three months of a written demand by the Secretary, or in any case on the member ceasing to retain the qualifications on the ground of which the member was admitted to membership. Nothing herein contained shall prejudice the rights of the Federation to claim payment of such further sums as may become due from time to time by virtue of these Articles or prevent the member from reinstatement to full rights of membership on payment of all the aforesaid sums.

18. If any member or any firm which has nominated a representative as a member becomes bankrupt or suspends payment or compounds with his or its creditors, or in the case of a firm is dissolved, or if any corporation or clearly identifiable division or trading part thereof which is a member goes into liquidation except for the purpose of reconstruction, such member or the representative of such firm shall ipso facto cease to be a member of the Federation, but readmission to membership may be granted by resolution passed at any meeting of the Council, provided that any dues owing to the Federation shall have been paid.

## **AFFILIATED MEMBERS**

19. (A) Companies, or clearly identifiable divisions or trading parts of companies, producing precast concrete units or having direct connections with the industry in the United Kingdom that are members of a group that enters into an affiliation agreement with the Federation covering fees and services.

## **HONORARY MEMBERS**

19. (B) (1) The Council may elect as Honorary Members persons who shall have rendered special service to the Industry.
- (2) An Honorary Member shall not hold any office. He shall not be liable to pay any sum fixed by the Federation in General Meeting under Article 13 or as may be required by the Council under Article 56(3).
- (3) An Honorary Member shall be entitled to attend and to speak but not to vote at meetings of the Federation and to receive all information and literature available to members generally.
- (4) Individuals receiving a Federation Award for Lifetime Contribution to the industry will automatically be elected as Honorary Members.

## **ASSOCIATE MEMBERS**

20. (1) Such persons, firms (by their representative) and corporate bodies as are connected with the industry but are not manufacturers of precast concrete products on the submission of an application to the Council in such form as may from time to time be prescribed by the Council and the Council being satisfied that such applicant is suitable for Associate Membership of the Federation, may be granted Associate Membership of the Federation by the Council with such facilities as the Council may decide to extend to them and subject to the payment of an annual subscription of such amount as Council may from time to time determine. It shall confer the right to attend and to speak but not to vote at meetings of the Federation and the entitlement to receive all such information sent to members generally and to participate in such events as the Council may decide from time to time.
- (2) Any Associate Member may withdraw from his Associate Membership by giving at least twelve calendar months' notice in writing duly signed to the Secretary and on paying to the Secretary any unpaid fee subscription or contribution which the Council may at any time not less than 30 days before the date of such notice have required to be paid. Upon the withdrawal of the Associate Member whether under the provisions of this Article or otherwise the Associate Member shall not be entitled under any conditions to any repayment of any fee subscription or contribution which may have been paid to the Federation or any part hereof.
- (3) The rights of an Associate Member shall not be transferable and shall cease upon the Associate Member failing to pay his annual subscription within three months of its becoming due or in any case on the member ceasing to retain the qualifications on the grounds of which he was admitted to membership, provided that not less than fourteen days' notice shall be given to a member of the cessation of his membership for failure to pay any of the sums mentioned in this Article.
- (4) Articles 10, 11, 16, 18, 27, 74, 75, 78 and 79 of these Articles (except the references to clearly identifiable divisions or trading parts thereof) shall apply to Associate Membership of the Federation and, unless there is something in the subject or context inconsistent therewith, reference in those Articles to members and membership of the Federation shall include Associate Members and Associate Membership of the Federation.
- (5) Associate Members are entitled to elect two UK fee paying representatives to the Council of the Federation to serve in a non-voting capacity for two years.

## GENERAL MEETINGS

21. The Federation shall hold a meeting of the Federation in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every meeting of the Federation except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Federation holds its first Annual General Meeting within eighteen months after the incorporation it need not hold it in the year of incorporation or the following year.
22. All meetings of the Federation, other than Annual General Meetings, shall be called Extraordinary General Meetings.
23. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such persons, as provided by Section 132 of the Act.
24. A Notice convening an Extraordinary General Meeting shall be sent to every member with an Agenda showing the general nature of the business to be transacted at such meeting, and in the case of a resolution submitted by the Council, a copy of the resolution.
25. No Resolution shall be passed at an Extraordinary General Meeting except upon the business for which the meeting has been convened. No member shall be entitled to bring any special business before any General Meeting unless he shall have given notice in writing of such special business to the Secretary so as to be received by him not less than thirty days before the date of the meeting and in any such case the Secretary shall include in the notice of the meeting notice of such special business.
26. The date, place and hour of an Extraordinary General Meeting shall be fixed by the Council.

## **NOTICE OF GENERAL MEETINGS**

27. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other Meeting of the Federation, specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including Auditors) as are under these Articles or under the Act entitled to receive such notices from the Federation; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
28. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any persons entitled to receive notice thereof shall not invalidate any resolutions passed or proceedings at any Meeting of the Federation.

## **PROCEEDINGS AT GENERAL MEETINGS**

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the Accounts and Balance Sheet, the reports of the Council and of the Auditors, the election of members of the Council in accordance with Article 52(4) and the appointment of, and the fixing of the remuneration of, the Auditors.
30. No business shall be transacted at any General Meeting unless a quorum of members is present when the meeting proceeds to business. Save as herein otherwise provided, ten members present shall be a quorum.
31. If within half an hour from the time appointed for the holding of a Meeting of the Federation a quorum is not present, the meeting, if convened on the requisition of 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 place, or to such other day within thirty days and at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting

- the members present shall be a quorum and may transact the business for which the meeting was called.
32. Every meeting of the Federation shall be presided over by the President or in his absence by the Vice-President, and otherwise the meeting shall elect a Chairman from the members of the Council then present, or, if none be present, from the members of the Federation.
  33. The President, or failing him the Vice-President, shall preside as Chairman at every General Meeting but if at any meeting neither of these Officers be present within fifteen minutes after the time appointed for holding the same, or if neither of them though present shall be willing to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, they shall choose some member of the Federation who shall be present to preside.
  34. The Chairman may with the consent of any meeting at which a quorum is present and if so directed by the meeting shall adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, it shall not be necessary for the members to receive any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
  35. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll be demanded by at least two members present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Federation, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
  36. If a poll be demanded in manner aforesaid, it shall be conducted in such manner and at such time and place as the Chairman of the meeting shall direct and shall be secret. Votes may be given in person or by proxy on a poll and the certificate of the Auditors as to the number of votes both for and against the resolution in respect of which the poll is taken shall be final and conclusive and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.



- 37. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
- 38. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

## VOTES OF MEMBERS

- 39. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall be entitled to one vote.
- 40. Save as herein expressly provided, no member (or proxy appointed on his behalf) other than a member duly registered shall be entitled to receive notice of or to vote on any question at any General Meeting.
- 41. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer be a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 42. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notary certified or office copy of such power or authority, shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 43. An instrument appointing a proxy may be in the following form or in any other form with such variations as the circumstances may require –

“THE BRITISH PRECAST CONCRETE FEDERATION LIMITED

“I,  
of .....  
being a member of the above-named Federation,  
hereby appoint .....  
of .....  
as my proxy to vote for me and on my behalf at  
the (Annual or Extraordinary or adjourned, as the

case may be) General Meeting of the Federation to be held on the ..... day of ....., 19....., and at any adjournment thereof.

As Witness my hand this ..... day of ....., 19 ....."

An instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.

44. No person other than a member shall act as a proxy unless he is entitled as a representative or a deputy appointed under Article 10 (6) to be present and vote at a meeting at which he acts as proxy. Provided always that the representative or the deputy shall be entitled to exercise a proxy given in favour of the member or the representative whom he represents.
45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Federation at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
46. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.
47. Proper minutes of all proceedings at General Meetings shall be kept by the Secretary, and all resolutions passed at such Meetings shall be entered in a Minute Book kept for that purpose. Forthwith after every Meeting of the Federation the Secretary shall prepare Minutes of the Meeting, and within thirty days after the Meeting he shall send copies of such minutes to all members for the time being entitled to attend and vote at General Meetings of the Federation.

## PRESIDENT AND VICE-PRESIDENT

48. (1) The Council shall elect annually from among members of the Council any person as President of the Federation and Chairman of the Council who shall be entitled to take the chair at any meeting at which he is present. The Council shall also elect annually from among members of the Council any person as Vice-President of the Federation and Vice-Chairman of the Council who shall be entitled to take the chair at any meeting, at which the President is not present.
- (2) Nominations for these offices may be made by any member of the Council at or before the meeting at which elections are to take place. In the event of more than one person being nominated for either office there shall be a vote by a show of hands or, if demanded by any member, by ballot. If only one person has been nominated for an office the chairman of the meeting shall declare him duly elected, and if more than one person has been nominated, the chairman of the meeting shall declare to be duly elected the candidate who has received the highest number of votes.
49. The President of the Federation and Vice-President of the Federation shall each ipso facto vacate his office if –
- (A) He becomes bankrupt or suspends payment or compounds with his creditors.
  - (B) He becomes mentally disordered within the meaning of the Mental Health Act 1959, or any statutory re-enactment or modification thereof for the time being in force.
  - (C) He resigns his office by notice in writing to the Council.
  - (D) He attends no meetings during a period of six calendar months and the Council pass a resolution that his office is vacated by reason of such non-attendance.
  - (E) He is requested in writing by all other members of the Council or by resolution of a General Meeting to resign.
  - (F) He ceases to be a member of the Council.
  - (G) Being a representative duly nominated under Article 10(1) or 10(5) his nomination is revoked or the firm or the corporation or clearly identifiable division or trading parts thereof nominating him ceases to be a member of the Federation.

## THE COUNCIL

50. The business of the Federation shall be managed by a Council consisting of no fewer than eight nor more than 40 persons or such other number as the Federation may from time to time in General Meeting determine.
51. The first members of the Council shall be appointed in writing by the subscribers of the Memorandum of Association or a majority of them and those appointed shall hold office until the end of the Annual General Meeting of the Federation in the year 1976.
52. The members of the Council shall be elected in the following manner –
  - (1) (A) Each Product Association of the Federation shall be entitled to elect one member of the Council annually who must be a member of that Product Association.  
  
(B) Every election of a member of the Council by a Product Association shall be effected at a General Meeting held in accordance with the Product Association By-laws, and convened by notice specifying that the meeting is convened inter alia for the purpose of electing a member or members of the Council.
  - (2) If it shall be so agreed between the Council and any affiliated organisation such affiliated organisation shall be entitled to elect a member of the Council annually. A member of the Council so elected need not be a member of the Federation but must be a member or a representative of a member of the affiliated organisation.
  - (3) Written notification of the name or names of the member or members of the Council elected by each Product Association and any affiliated organisations shall be delivered at the registered office of the Federation not less than twenty-eight days before the Annual General Meeting of the Federation next following such election. To enable such notification to be delivered in time, written notice of the date of each Annual General Meeting of the Federation shall be given to each Product Association and any affiliated organisation at least forty-two days before the holding of such meeting. Each notification shall state clearly the full name and address and occupation of the person elected to be signed by

the Chairman or Secretary of the Product Association or affiliated organisation making the notification and contain a declaration of willingness to act as a member of the Council signed by the person elected. Accidental failure to apply within the time limits imposed by this Clause shall not invalidate any election made hereunder.

- (4) The Council shall be entitled to nominate for election to the Council by the members of the Federation at the Annual General Meeting any qualified person or persons provided that the total number of members of the Council shall not exceed the maximum fixed by Article 50 and the number of persons so elected shall not exceed one half of the total number of members of the Council for the time being. Any person so elected shall hold office until the end of the Annual General Meeting next after his election.
  - (5) No one shall be eligible for election to the Council who is not a member of the Federation or a representative duly nominated under Article 10(1) or 10(5) or a member or representative duly nominated of a Product Association who is also a member of the Federation or an affiliated organisation.
  - (6) Every member elected to the Council shall take office immediately after the Annual General Meeting of the Federation at which he is elected and shall hold office until the end of the succeeding Annual General Meeting of the Federation.
  - (7) Save that members of the Council howsoever elected shall not exceed three in number from the same corporation or group.
53. If a casual vacancy on the Council is caused by a member elected by a Product Association or affiliated organisation as provided in Article 52 ceasing to be a member of the Council, the Product Association or affiliated organisation concerned shall be entitled to appoint another qualified person in his place. Every person so appointed shall hold office until the Annual General Meeting next after his appointment but shall then be eligible for re-election.
54. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Council.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

55. A member of the Council shall ipso facto vacate his office if –
- (A) He becomes bankrupt or suspends payment or compounds with his creditors.
  - (B) He becomes mentally disordered within the meaning of the Mental Health Act 1959, or any statutory re-enactment or modification thereof for the time being in force.
  - (C) By notice in writing to the Council he resigns his office.
  - (D) He attends no meetings during a period of six calendar months and the Council pass a resolution that his office is vacated by reason of such non-attendance.
  - (E) Being a member of the Council elected by a Product Association or under Article 52(4) he ceases to be a member or representative of a member of the Federation or a member of a Product Association and if being a member of the Council elected by an affiliated organisation he ceases to be a member or representative of a member of such affiliated organisation.
  - (F) Being a representative duly nominated under Article 10(1) or 10(5) his nomination is revoked or the firm or the corporation or clearly identifiable division or trading parts thereof nominating him ceases to be a member of the Federation.
  - (G) If he shall be prohibited from being a member of the Council by reason of any order made under Section 188 of the Act.
  - (H) If he shall be removed from office pursuant to any provision of these Articles or of the Act.

## POWERS OF THE COUNCIL

56. Without prejudice to the general powers conferred by the Articles the Council shall have power –
- (1) to make by-laws subject to the provisions of these Articles for the purpose of carrying out all or any of the objects of the Federation relating generally to members, to determine the date from which any such by-laws shall commence to operate and from time to time to alter, amend or rescind the same or any of them, and such by-laws for the time being in force shall be binding upon all members until and unless so altered, amended or rescinded.
  - (2) To raise such moneys and in such manner for the purposes of the Federation and to deal with and dispose of such moneys for the purposes of the Federation as it shall think fit.
  - (3) Subject to the proviso to Clause 3 of the Memorandum of Association at the time of a Proclamation under the Emergency Powers Act 1920, as amended by the Emergency Powers Act 1964 to negotiate contracts with Her Majesty's Government or any other bodies or organisations acting on behalf of the Government and to require and receive from members with whom such contracts are placed a contribution towards the funds of the Federation for negotiating the same.
  - (4) To establish, keep in being and dissolve such number of Product Associations of the Federation as the Council shall from time to time determine; to approve by-laws for the regulation of Product Associations; to determine from time to time what services shall be made available by the Federation to Product Associations; and to determine from time to time the contributions to be paid collectively and individually by the members of the Product Associations for the services made available by the Federation after prior consultation with the Council or Main Committees of Product Associations.
  - (5) In addition to the specific powers and authorities given by these Articles or otherwise expressly conferred on the Council, it shall be entitled to exercise all such powers and do all such acts and things (other than the alteration of these Articles) as may be exercised or done by the Federation, and as are not hereby expressly directed or required to be exercised or done by the Federation in general meeting, and generally to do any act or acts and take such steps as in the opinion of the Council may be conducive to the furtherance, attainment or safeguarding of the objects for which the Federation was formed.

57. The Council shall have power to invest in the name of the Federation any funds which are not required for the immediate or contemplated purposes of the Federation in any securities with power to realise and vary such securities for others of a like nature from time to time.

Separate accounts shall be kept of –

- (a) The general funds of the Federation.
  - (b) Any other fund established for the purpose of any by-laws or otherwise for any particular purpose of the Federation.
58. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Federation shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Council shall from time to time by resolution determine.
59. The Council may exercise all the powers of the Federation to borrow or raise money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, and any such debentures and other securities may be issued at par or at a premium or at a discount.

## **CHIEF EXECUTIVE**

60. The Council may from time to time appoint any person (not being a member of the Council) to the office of Chief Executive for such term and upon such conditions as it may think fit and may at any time revoke such appointment.
61. The Chief Executive shall receive such remuneration as the Council may determine. The Director-General shall ex officio be entitled to attend at meetings of the Council but shall not be entitled to vote thereat.
62. The Council may entrust to and confer upon any Chief Executive appointed pursuant to Article 60 hereof any of the powers exercisable by the Council upon such terms and conditions and with such restrictions as they think fit either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary any of such powers.



## **SECRETARY**

63. (A) The Council shall from time to time appoint some person (not being a member of the Council) to the office of Secretary for such term, at such remuneration and upon such terms and conditions as it may think fit; and any Secretary so appointed may be removed by the Council. The provisions of Section 177 of the Act shall apply and be observed. The Chief Executive may also act as Secretary.

## **OTHER STAFF**

- (B) The Council shall from time to time appoint such other senior staff, and determine their designations, for such term, at such remuneration and upon such terms and conditions as it may think fit; and such staff may be removed by the Council.

## **PROCEEDINGS OF THE COUNCIL**

64. (1) The Council shall meet together at least twice a year for the dispatch of business, adjourn and (subject to the provisions of these Articles) make by-laws for its own guidance and otherwise regulate its meetings and proceedings as it may think fit. Not less than seven days' notice of its meetings shall be given to all members of the Council. The quorum for a meeting of the Council shall be one third of all members and deputies (if any) of the Council.
- (2) If neither the President nor Vice-President is in attendance within five minutes of the time for which a meeting of the Council is convened the Council shall select a Chairman from among those present.
65. (1) The President or Vice-President may at any time and the Secretary upon request of six members of the Council shall convene a meeting of the Council and in each case notice of the meeting shall be given to every member of the Council.
- (2) In the case of a meeting convened at the request of six members the notice of a meeting shall state the character of the business to

be discussed and only business of which notice shall be so given shall be discussed at that meeting.

- (3) Each member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him and all notices served at such address shall be deemed to be well served.
  - (4) Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members present at such meeting. If any member of the Council by reason of illness or other unavoidable cause shall be unable to attend a meeting of the Council, such member may with the consent of the other members of the Council present at such meeting be represented by a deputy who shall be empowered to vote for and bind the member whom he represents in any decision arrived at. In the event of an equality of votes the Chairman of the meeting shall have an additional casting vote.
66. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of the Council or such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such Council, committee or person had been duly appointed and every member of such Council or committee was qualified to be a member thereof. No act done by the Council which shall receive the sanction of the members in General Meeting shall, if within the powers of the Federation, be afterwards impeached by any member of the Federation on any ground whatever, but any act so sanctioned shall be deemed to be an act of the Federation.
67. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Federation and the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
68. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## COMMITTEES

69. The Council may appoint from amongst the members of the Federation or its officers and may disband committees consisting of such number of members as the Council shall think fit. Members of any committee shall retire annually at the same time as members of the Council but be eligible for re-appointment and may be removed from such committee at any time by the Council. The Council may co-opt as an additional member of any committee a person who is not a member of the Federation in cases in which the Council consider it desirable to make such an appointment and may determine the period for which such person shall hold office, but so that such period shall not extend beyond the Annual General Meeting next following his appointment. Every committee shall be subject to the directions of the Council.
70. Any committee may (subject to the provisions of these Articles) appoint any of its members to be its Chairman and Vice-Chairman, to serve during the committee's pleasure, and may regulate the conduct of its meetings as it may decide from time to time, provided that the quorum for meetings shall not be fixed at less than one-half the number of members of the committee, that all matters on which a vote is demanded by any member shall be decided by a majority of the members present, voting on a show of hands, and that all decisions shall be entered in minutes of the committee which shall be available at each meeting. The Chairman or Vice-Chairman of a committee may at any time convene a meeting of the committee and seven days' notice of the meeting shall be given by the Secretary of the Committee to every member thereof.
71. The Council may fill from among the members of the Federation any causal vacancy in any committee, but any person so appointed shall retire at the time of the next retirement of members of the committee and shall be eligible for re-appointment.

## **PRODUCT ASSOCIATIONS**

72. Members of the Federation manufacturing a particular type of product of cast stone or cast concrete may apply to the Council for the formation of a Product Association and the Council may if it shall think fit and necessary in the interests of the Federation authorise the formation of such Product Association which shall be regulated in accordance with Article 56(4).

## **ACCOUNTS**

73. The Council shall cause proper books of account to be kept with respect to –
- (A) all sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure takes place;
  - (B) all sales and purchases of goods by the Federation; and
  - (C) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Federation and to explain its transactions.

74. The books of account shall be kept at the Office, or, subject to Section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members and of the Council. The Council may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Federation, or any of them, but, subject to such restrictions, the accounts and books of the Federation shall be open to the inspection of such members at all reasonable times during business hours. Provided that inspection shall not extend to the records of the individual levies or contributions paid by or due from other members and the tonnages of cement consumed or other confidential basis upon which such sums are assessed.
75. At the Annual General Meeting in every year the Council shall lay before the Federation a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Federation) made up to a date not more than six

months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

## **AUDIT**

76. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
77. Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

## **REGISTER OF MEMBERS**

78. A Register shall be kept by the Federation containing the names and addresses of all the Members, together with such other particulars as may be required by the Act.

## **NOTICES**

79. A notice may be served by the Federation upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

80. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Federation an address within the United Kingdom at which notices maybe served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Federation.
81. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## **DISSOLUTION**

82. Clause 7 of the Memorandum of Association of the Federation relating to the winding up and dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.

## **THE SEAL**

83. The Seal of the Federation shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one member of the Council and of the Secretary, and the said member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **INDEMNITY**

84. Subject to the provisions of Section 205 of the Act, every member of the Council, the Secretary and every other Officer of the Federation shall be indemnified out of the funds of the Federation against all losses or liabilities which he may sustain or incur in or about the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the court.

## **RELATIONSHIPS WITH EXTERNAL BODIES**

85. The Federation will act as the representative body for the Precast Concrete industry in the United Kingdom within such external bodies as it chooses to belong or affiliate to. These include Construction Products Association, MPA Scotland and BIM.
  
  86. The relationship with the Mineral Products Association will be governed by the Service Level Agreement between the Federation and the Association signed and dated February 26th 2014. A copy of this agreement is available for inspection at the office.
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