

COMPANIES ACT1985

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

**ARTICLES OF ASSOCIATION OF
FIRE INDUSTRY ASSOCIATION
CRN: 5989140**

As adopted on 26th April 2007

GENERAL

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	The Meanings
The Act	The Companies Act 1985 including any statutory modification or re-enactment for the time being in force.
These presents	The Articles of Association and the regulations of the Association from time to time in force
The Association	The above named company
The Board	The Board or other governing body for the time being of the Association
Voting Members	The Members in categories A plus to F (inclusive) of the twelve membership categories admitted specified in Article 6 [1]
Corporate Voting Member	Any Voting Member which is a body corporate as defined in Section 740 of the Companies Act 1985
An Executive	Any director or other employee of a Member who is or has been engaged in the management of the business of that Member
The Office	The Registered Office of the Association
The Seal	The Common Seal of the Association

The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
Year	Calendar Year
The Industries	The industries of designing, manufacturing, installing, maintaining and servicing devices and apparatus for the prevention detection and extinguishment of fire and of the manufacturing of extinguishing agents
In writing	Written, printed or lithographed or partly one or the other, and other modes of representing or reproducing words in a visible form.

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.

Words importing persons shall include corporations.

A Corporate Voting Member present at any meeting by its representative shall be deemed to be a Member present in person.

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

- 2 The number of Members of the Association shall be unlimited.
- 3 The Subscribers to the memorandum of association and such other persons as are admitted to membership in accordance with these articles shall be members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Directors require from time to time executed by him or it.
- 4 The Association is established for the purposes expressed in the Memorandum of Association.
- 5 In these Articles the words "the first Members" shall mean those persons who are Members on the date of the adoption of these Articles.

ADMISSION AND QUALIFICATION OF MEMBERS

6 [1] There shall be thirteen classes of Members namely:

- a] **Honorary Members:** Honorary Members who shall be such persons as may from time to time be elected Honorary Members by the Board, being persons engaged in the Industries or any of them or such other persons the Board shall in its sole discretion consider it desirable to admit to Honorary Membership of the Association. An Honorary Member shall be entitled to attend all Statutory Meetings and other Meetings of the Association but shall not be entitled to vote thereat. An Honorary Member shall not be required to pay an admission fee subscription or membership fee and the Board may terminate his membership of the Association at any time by resolution passed at a Meeting of the Board.

- b] **Ordinary Members:** Ordinary Members who shall be corporations, partnerships, sole traders and the representatives of the firms or other unincorporated associations referred to below:
 - i] 'A plus' Members having an annual turnover in fire protection products and/or services equal to or greater than £150 million
 - ii] 'A' Members having an annual turnover in fire protection products and/or services equal to or greater than £50 million but less than £150 million
 - iii] 'B' Members having an annual turnover in fire protection products and/or services equal to or greater than £20 million but less than £50 million
 - iv] 'C' Members having an annual turnover in fire protection products and/or services equal to or greater than £3 million but less than £20 million
 - v] 'D1' Members having an annual turnover in fire protection products and/or services equal to or greater than £2 million but less than £3 million
 - vi] 'D2' Members having an annual turnover in fire protection products and/or services equal to or greater than £1 million but less than £2 million
 - vii] 'E1' Members having an annual turnover in fire protection products and/or services equal to or greater than £350,000.00 but less than £1 million

- viii] 'E2' Members having an annual turnover in fire protection products and/or services equal to or greater than £200,000.00 but less than £350,000.00
- ix] 'F' Members having an annual turnover in fire protection products and/or services less than £200,000.00

For the purpose of this definition "turnover" shall mean the pre tax sales and other revenue of the Member that relates to its business conducted in the Industries that arises from sales or distribution carried on in or from the United Kingdom but not any such carried on overseas in its last financial period as declared to the Association in writing from time to time on such form as the Board may from time to time issue for such purpose. A Member may change category of ordinary membership if on completion of the Association's form of annual return its turnover has so increased or decreased. Any change shall take effect from the start of the next membership year. The Board shall be entitled to call for and to review further evidence of that declared turnover but, the Board's determination of such category of membership shall be conclusive and binding in the absence of any manifest error in that determination in particular but not limited to the circumstances of a Member's failure to complete or the incorrect completion of an annual declaration.

- d] **Associate Members:** Associate Members who shall be persons engaged in the Industries or any of them or persons who by reason of their skill or knowledge or technical expertise the Board in its sole discretion consider it is desirable to elect to membership of the Association and who shall apply for membership and pay the annual subscription fees and be elected by the Board. An Associate Member shall not be entitled to receive notice of or to attend and vote at Statutory Meetings of the Association [as hereinafter defined] but shall be entitled to receive notice of and to attend and vote at all other General Meetings of the Members of the Association.
- e] **Overseas Members:** Overseas Members who shall be corporations partnerships or sole traders resident outside the United Kingdom and who are interested in the objects of the Association and who shall apply for Membership and pay the subscription fees and be elected by the Board.

An Overseas Member shall not be entitled to receive Notice of or to attend and vote at Statutory Meetings of the Association but shall be entitled to receive Notice of and to attend other General Meetings of the Members of the Association.

- f] **Export Members:** Export Members shall be corporations that specialise in the export of fire protection products and services

whom the Board shall in its sole discretion consider it desirable to admit to membership of the Association. An Export Member shall not be entitled to receive Notice of or to attend and vote at Statutory Meetings of the Association but shall be entitled to receive Notice of and to attend other General Meetings of the Association. An Export Member shall be required to pay such subscription fee as the Board shall from time to time determine and the Board may terminate its membership of the Association at any time by resolution passed at a Meeting of the Board.

- [6.2] Each Corporate Voting Member shall be entitled, on election as a member of the Association, and from time to time thereafter, whilst a member of the Association to appoint a representative to attend and vote on its behalf at all General Meetings (statutory or otherwise) of the Association and to exercise all other rights of membership on its behalf and any such appointment may be revoked at any time. All such appointments and revocations shall be in writing and shall be delivered to the Office at least 24 hours before they become effective. No Corporate Voting Member shall be entitled to appoint more than one such representative at any one time.
- [6.3] Each firm or other unincorporated body that is eligible to become a Member of the Association may nominate one of its members or employees to act as its representative, and to exercise the rights of membership on its behalf. If a nomination is revoked the firm or association by whom he was nominated may nominate another representative in his place.
- [6.4] Every application for membership shall be accompanied by a remittance for the subscription fee for the current subscription period.
- [6.5] Any application for Associate Membership shall be accompanied by payment of the subscription fee for the current subscription period.
- [6.6] Honorary Members Associate Members Overseas Members and Export Members shall not be statutory Members of the Association for the purposes of the Act.
- [6.8] If the Board does not admit an applicant to membership then the amount of any subscription fee for the current subscription period tendered with the application shall be returned to the applicant.
- [6.9] On the admission of a Member, the Secretariat shall notify such Member in writing of his or its admission.
- [6.10] The rights and duties attached in these Articles to each class of Membership may be varied by Special Resolution with the consent, in writing, of three-fourths of the Voting Members or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of

the voting Members. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall apply.

[6.11] Every Member whether or not he or it shall have actually received a copy of the Memorandum of Association and these presents shall be deemed to have notice thereof and be bound thereby.

MEMBERSHIP GROUPS

7 The Board may from time to time set up within the membership of the Association such Councils and Working Groups as the Board shall determine to reflect the Industries and/or the regions or one or more of them from which the membership of the Association is drawn and may make and amend such bylaws as the Board shall consider to be desirable for regulating the affairs of such Councils and Working Groups. The functions of each such Council or Group shall be:

- a] to promote discussion amongst the Members thereof on matters of common interest affecting the interests of its Members; and
- b] to make recommendations to any part of the Association with respect to the interests of any substantial quantity of its Members; and
- c] to carry on any of the above mentioned activities if a majority of a membership Council or Working Group for the time being so requires through the medium of any Committee and, to assist in the functioning of a membership Council or Working Group, to elect such officers thereof, by a majority vote of the Members belonging to the relevant Council or Group and voting at such election.

PROVIDED THAT such Councils and Working Groups shall at all times conduct itself in accordance with the principal objects of the Association and the powers of management of the Association shall at all times remain vested in the Board.

All Members of the Association including Honorary Members and Associate Members shall be eligible for Membership of such Councils or Working Groups and for election as officers of such Councils or Groups. A Council or Working Group may not bind or represent the Association or commit it in any other way. Any Member who ceases to be a Member of the Association shall automatically cease to be a member of any such Councils or Working Groups as shall any representative appointed by him or it pursuant to Article 6 [2] or Article 6 [3] above.

8 If at the time a person or company makes application for Membership, and any such Councils or Working Groups has or have been set up

within the Membership of the Association an applicant for Membership of the Association may state (but shall not be obliged to do so) in his or its application for Membership the Councils or Groups [if any] to which he or it desires to be admitted and the Board shall in its unfettered discretion decide to which Councils or Groups he or it shall be admitted on becoming a Member of the Association.

TERMINATION OF MEMBERSHIP

- 9 Membership is continuous and, unless written notice of resignation is received by the Secretary not later than 31 December in any year, a member will be liable for the annual subscription fee for his or its class of membership for the following year. Any Member may resign his or its membership by depositing at the Office a notice in writing signed by him or it and stating that he or it resigns his or its membership. Evidence of receipt is required (recorded or registered delivery or confirmed email). Provided that nevertheless the Board may request him or it to withdraw his or its resignation and in the event of such withdrawal within such time as the Board may specify or if no time is so specified within one calendar month of such request the resignation shall be deemed never to have been made. Such withdrawal shall not invalidate any prior act of the Association or of its Board or Officers or of any meeting of any Members or of any meeting held or conducted by the Association or for which the Association is responsible which would have been valid if that withdrawal had not been made.

- 10 Any Member who shall in the opinion of the Board or upon requisition in writing signed by five or more Voting Members stating such of the following grounds as shall apply have wilfully acted in contravention of the principal objects of the Association, these Articles of Association or other bye laws or regulations of the Association from time to time in force or who shall have been admitted as a Member as a result of false or misleading representation or who shall in the opinion of the Board have been guilty of such conduct as shall have rendered him or it unfit to continue to belong to the Association shall be liable to have his or its Membership terminated if the Board shall so decide. Before making the decision the Board shall in every case investigate and take the matter into consideration, and, if in the opinion of the Board it is expedient to appoint a subcommittee of the Board to make or assist in making the investigation they shall appoint a sub-committee accordingly and shall cause such subcommittee to report to the Board and the Board may adopt or reject such report wholly or in part. The Board shall give the Member concerned, or in the case of a Corporate Voting Member its representative [if any] an opportunity of attending before the Board or any such sub-committee to make submissions in respect of the conduct at issue and any of the accusations made against him or it. If the Board having afforded such Member the opportunity of attending before the Board or such sub-committee and such Member declines or fails to attend then the Board shall make its determination in such

absence. If the Board does not find reason to concur in the proposal no public announcement thereof be made; but if the Board decide that the said Member must cease to be a Member the Secretary shall serve upon him or it a notice of such termination of membership and thereupon such Member shall cease to be a Member and he shall not be eligible for readmission until the Board in its absolute discretion shall so determine.

11 Where any Member:

- being an individual is adjudicated bankrupt or is imprisoned or becomes of unsound mind; or
- being a Company or Limited Liability Partnership or Corporation enters into liquidation voluntarily (save for the purpose of amalgamation or reconstruction) or compulsory or any such event analogous happens in any overseas adjudication where the Member is incorporated or has its legal presence
- then the Board may without any such steps as aforesaid decide in its unfettered discretion that his or its membership shall be terminated and the Secretary shall serve notice of such decision upon the said Member.

12 A Member whose membership shall be terminated for whatever reason shall remain liable for the payment of any annual subscription fee due from him to the Association [including any annual subscription fee in respect of the whole of the subscription period current at the date of such termination notwithstanding the termination of his membership. No refund shall be paid of any annual subscription fee paid for the current membership year.

13 Except as otherwise herein provided in the event of non-payment by a Member of any annual subscription fee due from him to the Association within three months of the same becoming due the Board may in its absolute discretion at any time thereafter prior to such annual subscription fee being paid by written notice to such defaulting member either suspend his or its membership or terminate his or its membership of the Association.

SUBSCRIPTION FEES

14 The annual subscription fees shall be such sums and shall be payable at such times and for such subscription periods as shall from time to time be determined by the Board. The Board shall prescribe such apportionments as they shall think fit in relation to such annual subscription fees payable by any Member joining the Association during the subscription period current at the date of admission.

GENERAL MEETINGS

- 15 All general meetings shall be of the following kinds:
- a] Statutory Meetings for the transacting of formal business (including its Annual and Extraordinary General Meetings); or
 - b] Other Meetings of the Members and others for furthering the objects of the Association, held either under the auspices of the Association alone or in association with some other similar body or bodies.

The word "Meeting" when standing alone in these Articles and referring to a meeting of the Association shall include a meeting referred to in sub clause b] of this clause as well as a Statutory Meeting unless inconsistent with the object or context.

- 16 The Association shall in each year hold a Statutory Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify in any notice convening the Meeting the kind of meeting specified above that is to be held. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All Statutory Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
17. The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any three Members of the Association may call a general meeting.

NOTICE OF GENERAL MEETINGS

18. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings (apart from other Members' meetings referred to in Article 15(b)) shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed –
- a] in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - b] in the case of any other meeting by a majority in number of the Members together holding not less than ninety-five per cent of the total of the voting rights at that meeting of all the Members.

With regard to other meetings of the Members such meetings shall be called by not less than seven clear days written notice.

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

Subject to the provisions of these articles the notice shall be given to all the Members and to the directors and auditors.

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

PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
21. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
22. The chairman, or vice chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman, vice chairman, nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
23. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
24. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of any class of Members of the Company.
25. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting

from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

26. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded –
- a] by the chairman; or
 - b] by at least three Members having the right to vote at the meeting

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

27. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
28. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
29. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
31. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

32. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
33. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

- 34 1] Subject to any special rights or restrictions as to voting contained in these Articles voting at Statutory Meetings and other General Meetings of the Association shall be as follows:
 - a] 'A plus' Members shall be entitled to TWELVE votes each either on a show of hands or upon a poll
 - b] 'A' Members shall be entitled to TEN votes each either on a show of hands or upon a poll
 - c] 'B' Members shall be entitled to EIGHT votes each either on a show of hands or upon a poll
 - d] 'C' Members shall be entitled to SIX votes each either on a show of hands or upon a poll
 - e] 'D1' and 'D2' Members shall be entitled to FOUR votes each either on a show of hands or upon a poll
 - f] 'E1 and 'E2' Members shall be entitled to TWO votes each either on a show of hands or upon a poll
 - g] 'F' Members shall be entitled to ONE vote each either on a show of hands or upon a poll
- 35 On a show of hands or on a poll, votes may be given either personally or by proxy. A proxy need not be a Member of the Association.
- 36 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its Common Seal or under the hand of some duly authorised officer.

- 37 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Office not less than 48 hours before the time appointed for holding the Meeting at which the person named in the instrument proposes to vote and in default the instrument shall not be valid.
- 38 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity 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 the death, insanity or revocation as aforesaid shall have been received at the Office before the start of the Meeting at which the proxy is used.
- 39 Any instrument appointing a proxy shall be in any common form or in such other form as may be approved by the Board.

RIGHTS AND OBLIGATIONS OF MEMBERS

- 40 The rights, privileges and obligations of every Member shall be personal to himself or itself as the case may be and shall not be transferable or transmissible by his or its own act or by operation of law.

BOARD, COUNCILS AND COMMITTEES

- 41 The business of the Association shall be managed by the Board. The Board shall consist of the Chairman of the Association, the Chairmen of the Councils identified below and not more than eight other persons. These shall comprise the Board of Directors of the Association.
- 42 When determining membership of the Board as a result of elections duly held, priority will be given to each membership class to ensure as far as practicable that two directors are from membership classes A-B, two from classes C-D and two from classes E-F provided that sufficient candidates emerge in the following nomination process from each of these classes.
43. The composition of the Board will also be such that immediately after each Annual General Meeting there shall be no greater than 20% of the total number of directors who are representatives of the same member organisation. Any imbalance in representation that results from any director ceasing to hold office shall not however oblige the Board to make any changes in its membership before the next Annual General Meeting.
- 44 The Association shall also have such number of Councils as the Board may in its discretion from time to time determine and establish and

initially at the date of adoption of these Articles three such Councils namely:

- a] Fire Detection and Alarm Council representing all issues pertaining to fire detection and alarm systems;
- b] Fire Extinguishing Council representing all issues pertaining to fixed systems, portable extinguishers and hose and fittings; and
- c] Services Council representing all issues pertaining to servicing issues across all product types and referring to all general issues relating to the provision of installation, commissioning and maintenance on site

Each Council shall each consist of not more than fifteen persons.

When determining membership of the Councils as a result of elections duly held, priority shall be given to each membership class to ensure as far as practicable that three Council Members are from membership classes A-B, three from classes C-D and three from classes E-F provided that sufficient candidates emerge in the following nomination process from each of these classes.

The composition of each Council will also be such that immediately after each Annual General Meeting there shall be no greater than 20% of the total number of ~~directors~~ members who are representatives of the same member organisation. Any imbalance in representation that results from any ~~director~~ member ceasing to hold office shall not however oblige the Councils to make any changes in its membership before the next Annual General Meeting.

The Board shall have the power in its unfettered discretion to make such appointments to and to remove membership of each of the Councils so as to ensure from time to time so far as practicable membership of each Council is in accordance with the principles laid down in this Article.

- 45 Working Groups and other committees may be established from time to time by either the Board or such Councils and membership of such Working Groups and committees shall normally be co-opted by applications from the membership without holding formal elections. The Board will review periodically the membership of each Working Group and committee to ensure fair and equitable representation and may in its unfettered discretion make amendments to the membership of that Working Group or committee and acting properly may make appropriate directions for changes in its composition.
- 46 Notwithstanding the preceding provisions of this Article Honorary Members and Associate Members may be co-opted to any Council by resolution of that Council but Honorary Members and Associate

Members so co-opted shall have no right to vote at Council meetings and shall not be counted in estimating a quorum but whilst members of such Council they shall have the right to receive notice of such Council meetings and to speak thereat as advisers to the Council on questions which the Council shall put to them.

SERVICE ON THE BOARD AND COUNCILS

- 47 All service on the Board and any Council and any Working Group and any committee shall be honorary and without remuneration.
- 48 There shall be no retiring age for any of the members of the Board and any Council and any Working Group and any committee and Section 293 of the Act shall not apply.
- 49 Notwithstanding anything in these Articles contained, the existing members of the Board shall continue to hold office until the end of the next Annual General Meeting after the adoption of these Articles, when they shall all retire from office.
- 50 Casual vacancies on the Board and Councils notwithstanding anything contained elsewhere in these Articles shall be filled as follows:
 - a] in the case of the Chairman of the Board, the vacancy shall be filled by the appointment of any other member of the Board. The appointment shall be made upon a vote passed at a Board Meeting by a majority of these quarters of the Directors present and voting and excluding for such purpose the person so nominated as Chairman. If no such Member of the Board has been appointed within two months after the vacancy has occurred, the Board may fill the vacancy by appointing any Member of the Association or the representative of a member upon a vote passed at a Board Meeting by a simple majority of the Directors present and voting..
 - b] in the case of the Chairman of any of the Councils, the Council shall endeavour to fill the vacancy by appointing any other member of that Council..
 - c] in any other case the Board may fill the vacancy by appointing a representative of any Member of the Association belonging to the same class of members as that member which the outgoing member of the Board shall have represented and which shall include where that representative is the member of the Association that person. For this purpose the Board may appoint the representative of any such Member regardless of whether or not that Member had previously been represented by the outgoing member of the Board.

- d] in all cases, except as stated in paragraph b] of this Article, any person appointed to fill a casual vacancy on the Board or any Council shall have the same rights and duties as the outgoing member for as long as that outgoing member would otherwise have had them.
 - e] In this Article, the expression "a casual vacancy" shall include any vacancies arising from lack of sufficient nominations of candidates to fill any vacancy or vacancies at elections.
- 51 The Chairman and other Board members shall serve the Association part-time and shall in addition to the duties contained in these Articles carry out such other duties as shall from time to time be prescribed by the Board.
- 52 At the third Annual General Meeting after the adoption of these Articles and at every second Annual General Meeting thereafter, the Chairman of the Board and the Chairman of each Council shall retire from office.
- 53 At the third Annual General Meeting after the adoption of these Articles and at each subsequent Annual General Meeting one half (and if not a round number the nearest number that is less than one half) of the members of the Board and each Council shall retire from office. This number shall not include the Chairman of the Board and each such Council unless in accordance with the preceding Article he shall be due to retire when he shall be counted in such number. Each member so retiring shall be eligible for re-election. The members of the Board and Councils to retire shall be those who have been longest in office since their last election, but as between persons who took office on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 54 All persons retiring under the two preceding Articles shall be eligible for one or more further terms of office.
- 55 Election or co-option onto the Board, and any Council or any other Working Group or committee signifies a commitment by the appointee towards active participation in the affairs of the Association. Non-attendance at meetings, without good reason, may lead to expulsion from the Board, Council and/or relevant Working Group or committee. Any cases of doubt or difficulty regarding eligibility for office or service on the Board or retirement there from shall be decided by the Board whose decision shall be final and binding.
- 56 The office of a member of the Board and any Council shall be vacated
- a] If he becomes bankrupt or compounds with his creditors;
 - b] If he be found lunatic or becomes of unsound mind;

- c] If he resigns his office by writing under his hand addressed to the Secretary and left at the Office;
- d] If he ceases to be a Voting Member of the Association or, in the case of a representative of a Corporate Voting Member, if he ceases to be the representative of such Corporate Voting Member or if such Corporate Voting Member ceases to be a Member of the Association; or
- e] If he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director

THE SECRETARY

- 57 The Secretary need not be a Member of the Association and shall be appointed by the Board for such term and at such remuneration and upon such conditions as the Board may think fit and any Secretary so appointed, may be removed by them. Provided, however, and notwithstanding the foregoing that the Board may appoint one of their number to be the Secretary of the Association but any person so appointed shall not be entitled to any remuneration whilst he is a member of the Board but he shall be entitled to be reimbursed all proper out of pocket expenses incurred by him and approved by the Board
- 58 The Secretary shall be responsible to the Board for administration and for co-ordination of the affairs of the Association generally, and those relating to finance.

INDEMNITY

- 59 Every member of the Board and any person [whether an executive officer of the Association or so employed by the Association as Auditor or in any other capacity] shall be indemnified out of the assets of the Association against all liability incurred by him as such member of the Board, auditor or in respect of his employment in such other capacity in defending any proceedings whether civil or criminal in which judgment has been given in his favour or in which he has been acquitted or in connection with any application from liability for negligence default breach of duty or breach of trust in relation to the officers of the Association in which relief has been granted to him by the Court.

NOMINATION OF CANDIDATES

- 60 Not less than seven weeks before the Annual General Meeting in each year, the Board shall send out notice to each Voting Member inviting that Voting Member to nominate himself or an executive who is the

representative of that Member as a candidate for the Board and of any Council.

In this Article all references to representatives shall in the case of Corporate Voting Members be interpreted as a reference to its representative appointed in accordance with Article 6 [2] but in the case of any individual Member of the Association those references shall be deemed to apply to that Member personally.

- 61 On receiving the notice pursuant to the preceding Article a Voting Member may nominate the candidates specified in the notice by depositing written nominations at the Office not later than two weeks after the service of the notice. No nominations received after such two week period shall (unless the Board in its absolute discretion decides) be deemed effective. If insufficient nominations are received to fill all the vacancies, the Board may nominate in its unfettered discretion persons who meet the qualifications under these Articles to fill any vacancies remaining empty.
- 62 Where the Chairman of the Board and any Council is or are due to be elected, such person or persons shall be nominated in the case of the Board by the Board and in the case of each Council by that Council.

ELECTIONS

- 63 a] With the notice convening the Annual General Meeting, the Board shall send to the Voting Members a list containing the names of all candidates duly nominated to be elected by the Voting Members as Chairman of the Board and as Chairmen of the Councils and as members of the Board or Councils, as the case may be. If the number of vacancies for such offices does not exceed the number of nominations for such offices the candidates for those offices shall be deemed to be duly elected. Otherwise the Board shall also send to the Voting Members with the notice of Annual General Meeting a ballot paper containing the names of all persons duly nominated as candidates for election.
- b] No person may be elected to hold office at the same time as Chairman of the Board and as Chairman of any Council. No person may be elected to hold office as Chairman of more than one Council at any one time.
- 64 In the case of more nominations to any office than vacancies, each Voting Member shall upon being required by the Board delete sufficient names of candidates on his ballot paper so as to reduce the numbers remaining to the number to be elected to that office; such ballot papers shall be deposited at the Office on or before the three clear days preceding the day of the Annual General Meeting at which such election is to take place or shall be delivered at the start of the said

Annual General Meeting to the scrutineers appointed for that purpose under Article 65. Each ballot paper found by the scrutineers to violate these provisions shall be cancelled.

- 65 The Board shall nominate two or more scrutineers for the purpose of the ballot. Such scrutineers may be Voting Members of the representatives of voting members or such other person as the Board in its discretion determines. The ballot papers, including those deposited under the last preceding Article shall be delivered unopened to the scrutineers, who shall open and examine them and count the votes and report the result to the Chairman of the Meeting. In the event of a tie for any office, the scrutineers shall submit the names of the candidates so tying to the Chairman of the Meeting, who shall determine by his casting vote which such candidate shall be elected.
- 66 In the event of any inconsistency or question arising in the application of these Articles to the election of the Chairman, Board and Councils then the Board shall have the right to determine in its absolute discretion how such matter shall be resolved so as to give effect as is reasonably practical in the circumstances to the intentions of these Articles for the election of such person or persons.

PROCEEDINGS, POWERS AND DUTIES OF THE BOARD

- 67 The Board shall direct and manage the property and affairs of the Association and may exercise all such powers of the Association as may be exercised by the Association [including borrowing powers] subject nevertheless to the provisions of the Act and of these Articles and to such regulations [not being inconsistent with the provisions of the Act and of these Articles] as may be prescribed by the Association in General Meeting and in particular and subject as aforesaid may sell or dispose of any of the property of the Association. The business of the Board shall be conducted in such manner as the Board may from time to time prescribe. The Board may from time to time appoint one of their number to be Vice-Chairman and may remove any person so appointed.
- 68 The Board shall meet as often as the business of the Association may require, and may adjourn and regulate its meetings as it thinks fit. Except as hereinafter provided such meetings of the Board shall be convened by the Secretary. The Chairman or any three members of the Board may convene a meeting of the Board. At every meeting of the Board the quorum for the transaction of business shall be three.
- 69 The continuing members of the Board may act notwithstanding any vacancies in their number, but if and so long as their number is reduced below three the continuing members of the Board may act for the purposes of increasing the number of members of the Board to that

number or of summoning a General Meeting of the Association but for no other purpose.

- 70 At all meetings of the Board, the Chairman shall preside or in his absence the Vice-Chairman, or in the absence of the Chairman and Vice-Chairman a member of the Board chosen by the members present.
- 71 Any member of the Board may appoint another member of the Board or any other person approved for that purpose by a resolution of the Board to be his alternate in his place and may at his discretion remove such an alternate at any time. Anyone so appointed shall have all the rights and obligations of the appointer as a member of the Board when that appointer is unavoidably absent and shall, if already a member of the Board or an alternate have, extra votes for all members for whom he acts as alternate in addition to any votes which he would otherwise have. The appointment or removal of an alternate shall become effective when written notice thereof is given to the Office.
- 72 a] Subject to these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes of the members present, each of whom shall have one vote.
- b] In any event, in the case of an equality of votes the Chairman of the meeting shall have one additional or casting vote.
- 73 a] The Board may delegate any of its powers to the Councils, Working Groups and committees , all of which shall in the exercise of the powers so delegated conform to any standing orders or byelaws which the Board may from time to time prescribe. Save as specifically delegated in writing no Council Working Group or committee shall have any power to bind the Association.
- 74 No acts done by the Board or any Council shall be invalidated by reason only of any disqualification of or defect in the appointment of any member or members of the Board or such Council.
- 75 The Board shall cause minutes to be kept of all the appointments of officers made by the Directors, and of the proceedings of meetings, of the Association, of meetings of the Board and each Council shall cause minutes to be kept of its membership and of all proceedings of that Council. Such minutes if purporting to be signed by the Chairman of the Meeting to which they relate or of the next succeeding meeting shall be prima facie evidence of the matters stated therein.
- 76 The Board shall cause a Register to be kept of the names of all the persons who are Members of the Association from time to time, showing the class of membership to which each belongs and recording his or its last known address.

- 77 The Board may with the consent of the person entitled thereto arrange to publish papers or documents in any manner which it may deem advisable when such publication is considered by the Board to be likely to further the objects of the Association.
- 78 Any person or persons whose paper or document is published by the Association shall, if so required, assign the copyright therein to the Association. The manuscripts and recordings of all such papers shall belong to the Association.
- 79 The Board may maintain a library of books works or manuscripts on fire protection techniques devices and apparatus or the application thereof or subjects allied thereto.

ACCOUNTS AND AUDIT

- 80 The Board shall cause all accounting records to be kept in accordance with the requirements of the Act.
- 81 The books of account shall always be open to the inspection of the members of the Board. The books and accounts of the Association shall be kept at the Office or subject to Section 222(2) of the Act at such other place or places as the Board shall think fit, and shall be open to the inspection of Members at such times during business hours, and subject to any such reasonable restrictions as to the time and manner of inspecting the same which may from time to time be laid down by the Board.
- 82 The Board shall from time to time in accordance with Sections 226-232 of the Act cause to be prepared and placed before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in at those sections.
- 83 Every balance sheet shall be signed on behalf of the Board by two members thereof, and shall have attached to it a report by the Board with respect to the state of the Association's affairs and the Auditors' report.
- 84 A written copy of the income and expenditure account and balance sheet and the Board's and the Auditor's reports shall not less than twenty-one clear days previously to the date of the meeting be sent by post to the registered address of every Member who is entitled to receive notice of Statutory Meetings and to the Auditors.
- 85 Auditors of the Association shall be appointed and their duties regulated in accordance with the provisions of Sections 235 to 237 of the Act, the members of the Board being treated as the Directors mentioned in those Sections.

- 86 The Board shall have exclusive power to appoint, remove and suspend executive officers and servants and to determine their powers and duties and decide what, if any, securities are to be taken from them and to make such arrangements and enter into such agreements with them, or any of them, as the Board shall think fit, and to pay them such salaries and wages and such remuneration by way of pensions and gratuities after their retirement from the service of the Association as the Board may think proper.

THE SEAL

- 87 The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board and shall be affixed in the presence of at least one member of the Board or in the presence of one member of the Board and such other person as the Board may from time to time appoint for the purpose, and such persons as aforesaid shall sign every instrument to which the Seal is affixed in their presence.

NOTICES

- 88 A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address.

- 89 A notice of a meeting shall be deemed to be duly served twenty four hours after the same shall have been posted and shall be exclusive of the day of service and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in case of special business and general nature of such business, and shall be given to all Members entitled thereto in manner provided by these Articles.

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

- 90 Subject as aforesaid any notice sent by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post; and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and put into the Post Office or other carrier.

- 91 Any Member whose registered address is not in the United Kingdom shall name an address within 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. If he shall not have named such an address he shall not be entitled to any notices notwithstanding any provision in these Articles that notices shall be served on all Members.

WINDING UP

92 The provisions of Clause 7 of the Memorandum of Association relating to the winding up of or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

-Ends

Article 44 amended 8th November 2007 AGM ('directors' changed to 'members')

It was agreed by Board resolution to adopt this Bylaw with affect from 27th January 2010 :- ***The Chairman of a Council may accept 'alternates' to elected Council members as long as they are from the same member organisation. An alternate may only be used twice per year. Alternates will have voting rights.***

Article 9 amended 10th November 2010 AGM (Evidence of receipt is required (recorded or registered delivery or confirmed email)) added.