

Register number: 30998R

Rules of

INTERNATIONAL POWERED ACCESS FEDERATION LIMITED

Registered under the Industrial and Provident Societies Act 1965

2010
(Amended 03 April 2014)

The IPAF Council certifies these Rules to be a true copy of the original and that there are no supplemental documents to these Rules

Full Name

Signature

Date

Stephen Robert Couling
President IPAF Ltd

Timothy Neil Whiteman
CEO & Managing Director IPAF Ltd

IPAF Secretary

RULES

1. Name

- 1.1. The name of the Society is International Powered Access Federation Limited and it is called “the Federation” in the rest of these rules.

2. Purpose

- 2.1. The purpose of the Federation is to carry on its business as a co-operative for the benefit of its members, and to promote the safe and effective use of powered access.

3. Objects

- 3.1. The objects of the Federation are to provide goods and services for the powered access industry, including education, training, and research, and representing and promoting the interests of its members at national and international level. In particular:
 - 3.1.1. to promote and extend the use of Members’ products on a world-wide basis and where necessary take action on all matters of interest to the powered access equipment industry.
 - 3.1.2. to encourage the highest standards of safety and good trading by Members.
 - 3.1.3. to represent the Industry in discussions at Government level in user countries and to liaise with other trade associations as necessary, particularly on the use of powered access equipment and international trade.
 - 3.1.4. to encourage technical efficiency in the industry by co-operation in the establishment of Standards.
 - 3.1.5. to provide for co-operation between all Members in the discussion of common problems and to do all such other lawful things as are incidental or conducive to the achievement of the above objects.
- 3.2. The Federation may also carry on other objects in order to make additional income for the Federation’s purpose.

4. Powers

- 4.1. The Federation may do anything which appears to it to be necessary or desirable for the purposes of or in connection with its objects.
- 4.2. In particular it may:
 - 4.2.1. acquire and dispose of property,
 - 4.2.2. enter into contracts,

- 4.2.3. charge membership fees to members, which may be set at different rates for different categories of members,
 - 4.2.4. accept gifts of property (including property to be held on trust for the purposes of the Federation),
 - 4.2.5. employ staff.
 - 4.2.6. use any of its assets as security against any borrowing that might be put in place.
- 4.3. Any power of the Federation to pay remuneration and allowances to any person includes the power to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).
- 4.4. Subject to the approval of the Council, the Federation may borrow money for the purposes of or in connection with its objects, subject to a limit of £1,000,000.
- 4.5. The Federation may invest money (other than money held by it as trustee) for the purposes of or in connection with its objects. The investment may include investment by:
- 4.5.1. forming, or participating in forming bodies corporate;
 - 4.5.2. otherwise acquiring membership of bodies corporate.

5. Commitments

- 5.1. The business of the Federation shall be conducted for the benefit of its members and the powered access industry.
- 5.2. The profits or surpluses of the Federation shall not be distributed either directly or indirectly in any way whatsoever among members of the Federation but shall be applied:
- 5.2.1. to maintain prudent reserves;
 - 5.2.2. on expenditure in carrying out the Federation's objects.

6. Framework

- 6.1. The affairs of the Federation are to be conducted by the Council, the Board and the members in order to fulfil the Federation's purpose. The functions of the Council, the Board and members, which shall at all times be exercised and performed in accordance with these rules, are as follows.

Members

- 6.2. Members may attend and participate at members meetings, vote in elections to, and stand for election for the Council, and take such other part in the affairs of the Federation as is provided in these rules.

Council

- 6.3. The roles and responsibilities of the Council are:
- 6.3.1. to appoint or remove the Managing Director, and to determine their terms and conditions of appointment;
 - 6.3.2. to determine the process by which other members of the Board are appointed;
 - 6.3.3. at each Council meeting to receive a report on the business of the Federation from the Managing Director;
 - 6.3.4. in respect of each financial year, to cause to be prepared an annual report, revenue account and balance sheet as required by these rules;
 - 6.3.5. to determine the Federation's strategy and forward plans in consultation with the Board;
 - 6.3.6. to approve membership fees proposed by the Board;
 - 6.3.7. to respond as appropriate when consulted by the Board;
 - 6.3.8. to prepare and from time to time to review the Federation's membership strategy, its Council Membership Policy, and when appropriate to make recommendations for change, including changes to these rules;
 - 6.3.9. to make rules for any purpose required for the effective operation of the Federation or the furtherance of its objects, but if there is any conflict between any such rule and these rules, these rules will prevail.
- 6.4. The Council may delegate to the Board the determination of the terms and conditions of appointment of the Managing Director.

Board

- 6.5. The business of the Federation is to be managed by the Board, who (subject to these rules and the roles and responsibilities of the Council) shall exercise all the powers of the Federation. All executive powers are to be exercised by the Managing Director.
- 6.6. The Board shall report to each Council meeting on the business of the Federation.

Secretary

- 6.7. The Federation shall have a Secretary who may be an employee.

7. Members

- 7.1. The members of the Federation are the corporate bodies and individuals whose names are entered in the register of members.
- 7.2. Application for membership shall be submitted by any corporate body (being any legal entity incorporated with separate personality), or individual involved in the powered access industry, whether as a manufacturer, a dealer or seller, a hirer, a trainer or in any other role which the Council agrees to recognise, and which fulfils any other criteria required by the Council. Such application shall be made on a membership application form specified by the Council, which includes an application for a share.
- 7.3. The Council shall be entitled to accept or reject any application in its absolute discretion, and the Secretary shall notify the applicant accordingly. The Secretary shall be under no obligation to give any reason or reasons for rejection.
- 7.4. Membership is not transferable.
- 7.5. The Council may decide to divide members into different categories, for the purpose (amongst other things) of electing representatives of different categories to the Council. The Secretary shall make any final decision about which category a member belongs to.
- 7.6. Each member shall, by resolution of its governing body authorise such person as it thinks appropriate, and an alternate, to act as its representative at any meeting of the Federation.
- 7.7. The Federation shall have associates, who shall not be members nor have the rights of members, but shall have such rights and obligations as the Council shall from time to time specify. Associates may be individual persons, corporate bodies, or other organisations. The Council may create different categories of associates, which may have different rights and obligations.

8. Shares

- 8.1. The shares of the Federation have the nominal value of £1 each, which shall not be payable unless payment is demanded by the Federation. A share may not be transferred or withdrawn.
- 8.2. Every member holds one share, which shall be allotted upon admission to membership. No member may hold more than one share.
- 8.3. If a person or corporate body ceases to be a member, the share registered in their name is to be cancelled and any amount subscribed for the share is to become the property of the Federation.
- 8.4. Shares do not carry any right to interest, dividend or bonus.

9. Termination of membership/associateship

- 9.1. A member shall cease to be a member, and an associate shall cease to be an associate if:
 - 9.1.1. being a corporate entity, they cease to exist, or being a person, they die;
 - 9.1.2. they are expelled or cease to be entitled to be a member or associate of the Federation under these Rules;
 - 9.1.3. they withdraw from membership or associateship by giving at least three months' written notice to the Secretary; or
 - 9.1.4. the Secretary removes them from the register of members or the register of Associates (as the case may be) on the basis that they have failed to pay any membership fees approved by the Council within such time as the Council may specify.
- 9.2. A member or associate may be expelled by a resolution approved by not less than two-thirds of the Council attending and voting at a meeting. The following procedure is to be adopted.
 - 9.2.1. Any member may complain to the Secretary that another member or associate has acted in a way detrimental to the interests of the Federation.
 - 9.2.2. If a complaint is made, the Council may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's or associate's point of view is heard and may either:
 - 9.2.2.1. dismiss the complaint and take no further action; or
 - 9.2.2.2. for a period not exceeding twelve months suspend the rights of the member complained of to attend members meetings and vote under these rules, or suspend the rights of the associate complained of;
 - 9.2.2.3. arrange for a resolution to expel the member or associate complained of to be considered at the next meeting of the Council.
 - 9.2.3. If a resolution to expel a member or associate is to be considered at a meeting of the Council, details of the complaint must be sent to the member or associate complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
 - 9.2.4. At the meeting, the Council will consider evidence in support of the complaint and such evidence as the member or associate complained of may wish to place before them.

- 9.2.5. If the member or associate complained of fails to attend the meeting without due cause the meeting may proceed in their absence.
- 9.3. A person expelled from membership or associateship will cease to be a member or associate upon the declaration by the Chair of the meeting that the resolution to expel them is carried.
- 9.4. No person who has been expelled from membership or associateship is to be re-admitted except by a resolution carried by the votes of two-thirds of the Council at a meeting.

10. Members meetings

- 10.1. The Federation is to hold a members meeting (called the annual meeting) within nine months of the end of each financial year.
- 10.2. The functions of the annual meeting shall include:
 - 10.2.1. receiving:
 - 10.2.1.1. the revenue account and balance sheet for the previous financial year; and
 - 10.2.1.2. a report on the Federation's performance in the previous year;
 - 10.2.1.3. forward plans for the current year and the next 2 years;
 - 10.2.2. appointing:
 - 10.2.2.1. financial auditors;
 - 10.2.2.2. external auditors of any other aspect of the performance of the Federation;
 - 10.2.3. announcing the results of elections and nominations of those who are to serve on the Council.
- 10.3. All members meetings other than annual meetings are called special meetings and are to be convened by the Secretary either:
 - 10.3.1. by order of the Council; or
 - 10.3.2. if a written requisition signed (except where these rules say otherwise) by not less than 20 members or 10% of the membership, whichever is the higher, is delivered (addressed to the Secretary) to the Federation's registered office. The requisition must state the purpose for which the meeting is to be convened. If the Secretary is not within the United Kingdom or is unwilling to convene a members meeting any Council member may convene a members meeting.

- 10.3.3. A special meeting called in response to a members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.
- 10.4. Notice of a members meeting is to be given:
- 10.4.1. by notice to all members;
- 10.4.2. by notice prominently displayed at the registered office ; and
- 10.4.3. by notice on the Federation's website
- at least 14 clear days before the date of the meeting. The notice must:
- 10.4.4. be given to the members of the Council, members of the Board and to the financial auditors;
- 10.4.5. state whether the meeting is an annual or special meeting;
- 10.4.6. give the time, date and place of the meeting; and
- 10.4.7. indicate the business to be dealt with at the meeting.
- 10.5. Before a members meeting can do business there must be a quorum present. Except where these Rules say otherwise a quorum is one Council Member, and 20 members of the Federation or 10% of the members entitled to vote at the meeting whichever is lower.
- 10.6. It is the responsibility of the Council, the Chair of the meeting and the Secretary to ensure that at any members meeting:
- 10.6.1. the issues to be decided are clearly explained;
- 10.6.2. sufficient information is provided to members to enable rational discussion to take place;
- 10.6.3. where appropriate, experts in relevant fields are invited to address the meeting.
- 10.7. The President of the Council or in their absence, the Deputy President, the Vice President, or some other Council member nominated by the members of the Council shall chair all members meetings.
- 10.8. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
- 10.9. Subject to these rules and to any Act of Parliament, a resolution put to the vote at a members meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.

- 10.10. The Council may introduce arrangements for a specific meeting or meetings or generally for members to vote by post, or by using electronic communications. Any vote cast in this way shall be treated as if the member had been present and voting at the meeting.
- 10.11. On a show of hands and on a poll, every member present (and where postal or electronic voting arrangements have been introduced, any member who has voted in this way) is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second or casting vote.
- 10.12. Unless a poll is demanded, the result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.
- 10.13. A poll may be directed by the Chair or demanded either before or immediately after a vote by show of hands by not less than one-tenth of the members present at the meeting.
- 10.14. Unless these rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.

11. Council

Composition

- 11.1. The Council is to comprise not less than fifteen Council Members, including Elected Council Members and Co-opted Council Members.
- 11.2. Elected Council Members are to be elected by the members of the Federation in accordance with election procedures to be determined by the Council, which may include election by categories of members. Those eligible for election are those individuals nominated by members as their representative for the purposes of these rules.
- 11.3. The Council may co-opt
 - 11.3.1. the chair of any committee established by the Federation from time to time;
 - 11.3.2. up to two additional Council Members (who do not have to be members of the Federation)in each case in accordance with the Council Membership Policy.
- 11.4. Subject to the provisions of this rule, the composition of the Council shall be in accordance with a Council Membership Policy which the Council will develop and adopt. The purpose of the Council Membership Policy is to ensure that:
 - 11.4.1. the Council has the skills and experience which it needs to operate effectively;

- 11.4.2. the interests of the different categories of members of the Federation are adequately and appropriately represented;
 - 11.4.3. the level of their representation on the Council strikes an appropriate balance having regard to their legitimate interest in the Federation's affairs.
- 11.5. No member shall, at any time
- 11.5.1. have more than two representatives serving on the Council;
 - 11.5.2. have a representative or representatives chairing more than two of the Federation's committees.
- 11.6. Members of the Council (other than co-opted members) will serve for periods of two years (concluding at the end of the second annual meeting after they took office). Co-opted Council Members serve for 1 year and may be co-opted again subject to these rules. The Council may set limits on the number of consecutive terms of office which may be served by any individual.
- 11.7. Council Members will not receive any payment for serving on the Council or any payment of expenses incurred in carrying out their duties.
- 11.8. No person can be a member of the Council who:
- 11.8.1. is under 18 years old;
 - 11.8.2. refuses to sign a statement accepting the code of conduct for Council Members;
 - 11.8.3. has been removed from the Council under the provisions below;
 - 11.8.4. has been declared bankrupt or compounded with their creditors and has not been discharged;
 - 11.8.5. is subject to a disqualification order made under the Company Directors Disqualification Act;
 - 11.8.6. has been convicted of an offence where the conviction is not treated as spent under the Rehabilitation of Offenders Act 1974;
 - 11.8.7. fails to abide by any rules for the conduct of elections made by the Council;
- and any person who ceases to qualify under this rule shall immediately cease to be a Council Member. If such a person is nominated by an organisation which is a member of the Federation, such member shall be entitled to nominate a replacement.
- 11.9. A Council Member may be removed from the Council by a resolution approved by not less than three-quarters of the remaining Council Members present and voting at a meeting on the grounds that:
- 11.9.1. they have committed a serious breach of the code of conduct, or

- 11.9.2. they have acted in a manner detrimental to the interests of the Federation, and
 - 11.9.3. the Council consider that it is not in the best interests of the Federation for them to continue as a Council Member.
- 11.10. A Council Member who is unable to attend a meeting of the Council may send an alternate.
- 11.11. If a vacancy arises otherwise than at the end of a term of office, the relevant member may nominate a replacement who may serve until the next annual members meeting.

Council Meetings

- 11.12. The Council shall appoint from its Members a President of the Federation, a Deputy President, and a Vice President.
- 11.13. The Council will meet at least two times in every calendar year at such times and places as it thinks fit. Not less than seven clear days' notice of the date and place of each meeting is to be given in writing by the Secretary to all Council Members and to the Managing Director. A Council meeting may be called by shorter notice if it is so agreed by all the Council Members entitled to attend and vote at the meeting.
- 11.14. One half of the Council Members will form a quorum.
- 11.15. The President, or in their absence the Deputy President, Vice President, or another Council Member is to chair meetings of the Council.
- 11.16. Save when prevented from doing so by circumstances beyond their control, the Managing Director shall attend every meeting of the Council, unless their performance, or terms and conditions of employment are the subject matter of the meeting.
- 11.17. Meetings of the Council may be called either by the Secretary, or by a notice in writing specifying the business to be discussed, given to the Secretary by the Chair of the Council, or by not less than four Council Members. The Secretary is to communicate every such notice to all Council Members as soon as possible and the meeting is to be held at a venue decided by the Secretary not earlier than fourteen days and not later than twenty-eight days after the receipt by the Secretary of the notice.
- 11.18. The Council may agree that its Members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 11.19. The Council may appoint specialist advisors to advise on any issue and may invite them to attend and speak (but not vote) at meetings of the Council.
- 11.20. Subject to the following provisions of this rule, questions arising at a Council meeting shall be decided by a majority of votes. Each Council

Member shall have one vote. In case of an equality of votes at a Council meeting the Chair shall have a second and casting vote.

- 11.21. A resolution in writing signed by all members of the Council will have the same effect as a resolution passed at a meeting of the Council and may consist of several identical copies of a document each signed by one or more Council members.
- 11.22. The Council may make arrangements to enable applications for membership to be approved between Council meetings.
- 11.23. Any Council Member who has a material interest in a matter as defined below shall declare such interest to the Council and:
- 11.23.1. may be present in any discussion of the matter unless a majority of the Council Members objects to their presence, but
- 11.23.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 11.24. Any Council Member who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Council Members. If the person concerned is nominated by a corporate body, the corporate body shall be entitled to nominate a replacement.
- 11.25. A material interest in a matter is any interest (save for the exceptions referred to below) held by a Council Member or their nominating corporate body or their spouse or partner in any firm or company or business which is involved or likely to be involved in the matter. The exceptions which shall not be treated as material interests are as follows:
- 11.25.1. shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
- 11.25.2. an interest in any matter which has an equal effect on all members of a particular category.

Committees

- 11.26. Except where these rules provide, the Council may not delegate any of its roles and responsibilities, but it may appoint a committee or committees to assist it in carrying out its functions.

12. Board

Composition

- 12.1. The Board shall comprise
- 12.1.1. the Managing Director;
- 12.1.2. the President, who shall be chair of the Board; and

- 12.1.3. such other persons:
 - 12.1.3.1. who are appointed in accordance with the process determined by the Council under rule 6.3.2; and
 - 12.1.3.2. whose appointment is approved by the members at a members' meeting.
- 12.2. No person can be a member of the Board who:
 - 12.2.1. has been declared bankrupt or compounded with their creditors and has not been discharged;
 - 12.2.2. is subject to a disqualification order made under the Company Directors Disqualification Act 1986;
 - 12.2.3. has been convicted of an offence where the conviction is not treated as spent under the Rehabilitation of Offenders Act 1974.
- 12.3. Board members will not receive any payment for serving on the Board, other than the payment of reasonable expenses incurred in carrying out their duties.

Board Meetings

- 12.4. The Board will meet at such times and places as it thinks fit. Where practicable, seven clear days' notice of the date and place of each meeting is to be given in writing by the Secretary to all members of the Board. A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board.
- 12.5. One half of the members of the Board (including the Managing Director or such other Board member as the Managing Director shall nominate) will form a quorum, provided that where there are no members of the Board save for the Managing Director, the Managing Director shall, subject to the disclosure of interests provisions below, have the authority to exercise all of the powers and discretions given to the Board under these rules.
- 12.6. Members of the Board shall disclose to the Council and the Board any material interest which they, their nominating corporate body, or their spouse or partner have in any business (whether incorporated or unincorporated)
 - 12.6.1. which is carrying on any trade or industry which is also carried on by the Federation, or
 - 12.6.2. which has any contract with the Federation.
- 12.7. Any Board member who has a material interest in a matter as defined below shall declare such interest to the Board and:

- 12.7.1. may be present in any discussion of the matter unless a majority of the Board members objects to their presence, but
- 12.7.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 12.8. Any Board member who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Board members.
- 12.9. A material interest in a matter is any interest (save for the exceptions referred to below) held by a Board member or their nominating corporate body or their spouse or partner in any firm or company or business which is involved or likely to be involved in the matter. The exceptions which shall not be treated as material interests are as follows:
 - 12.9.1. shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
 - 12.9.2. an interest in any matter which has an equal effect on all members of a particular category.

13. Financial Audit

- 13.1. The Council will in respect of each year of account:
 - 13.1.1. cause to be prepared a revenue account or accounts which deal with the affairs of the Federation and any subsidiary company or society for that year; and which give a true and fair view of the income and expenditure of the Federation and any subsidiary company or society for that year;
 - 13.1.2. cause to be prepared a balance sheet giving at that date a true and fair view of the state of the affairs of the Federation and any subsidiary company or society.
- 13.2. The Council is to lay a revenue account and balance sheet duly audited and signed by the financial auditor and incorporating the report of the financial auditor thereon before each annual meeting, accompanied by a report by the Council on the position of the affairs of the Federation and any subsidiary or holding company or society signed by the chair of the Council meeting at which the report is adopted.
- 13.3. The Council is not to cause to be published any balance sheet unless it has previously been audited by the financial auditor and it incorporates a report by the financial auditor that it gives a true and fair view of the income and expenditure, or the state of the affairs of the Federation, as the case may be. Every revenue account and balance sheet published is to be signed by the Managing Director and by two Council Members acting on behalf of the Council.
- 13.4. A qualified auditor must be appointed to audit the Federation's accounts and a balance sheet for each financial year. In this rule "qualified auditor" means a person who is a qualified auditor under Section 7 of the Friendly and Industrial and Provident Societies Act 1968.

- 13.5. The financial auditor shall, in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968, make a report to the Federation on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Federation for the year in question.
- 13.6. Save as provided in this rule every appointment of a financial auditor is to be made by resolution of a members meeting of the Federation. The exceptions are:
- 13.6.1. the first appointment of a financial auditor is to be made within three months of the registration of the Federation and is to be made by the Council if no members meeting of the Federation is held within that time;
- 13.6.2. the Council may appoint a financial auditor to fill any casual vacancy occurring between members meetings of the Federation.

14. Performance Audit

- 14.1. The Council may resolve that external auditors be appointed to review and publish a report on any aspect of the Federation's performance. Any such auditors are to be appointed by the members.

15. Annual Returns

- 15.1. The Federation will make an annual return to the Financial Services Authority as required by the Act.
- 15.2. The Federation will supply a copy of the last annual return with all supporting documents to any member on request and without charge.

16. Amending these rules

- 16.1. Unless these rules say otherwise any rule may be altered or rescinded, or any new rule may be made, by resolution of at least two thirds of the members who vote at a members meeting. No change to these rules shall be valid until registered by the Financial Services Authority.
- 16.2. Rules 2, 17 and this rule may only be altered by a resolution passed as if it were a special resolution as described in section 52 of the Act.

17. Dissolution

- 17.1. A duly appointed receiver or manager of the whole or part of the Federation's property may assume such powers of the Council or the Board as they consider necessary to carry out their duties under the instrument of appointment.
- 17.2. The Federation may be dissolved by the consent of three-quarters of the members who sign an instrument of dissolution in the directed form or by winding-up in the manner provided by the Act. The quorum for any meeting of the members called to consider a resolution to wind up the Federation shall be three-quarters of the members.
- 17.3. On the winding up or dissolution of the Federation, after the satisfaction of all its debts and liabilities, any surplus property or funds whatsoever remaining shall be divided among the members at the time and any former members then still in existence who shall have ceased to be members during the five years immediately preceding the date of cessation of trade, in such proportions as the Board shall consider reflects such members' share of the surplus property or funds, taking into account any contributions such members have made, in whatever form.

18. Indemnity

- 18.1. Members of the Council and the Board and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions. Any costs arising in this way will be met by the Federation. The Federation may purchase and maintain insurance against this liability for its own benefit and for the benefit of the Council and the Board and the Secretary.

19. Administrative provisions

- 19.1. Anything done in good faith by any meeting of the Council or the Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of any Council Member or member of the Board, or that any one or more of them were disqualified and shall be as valid as if every Council member and member of the Board had been duly appointed and was duly qualified to serve.
- 19.2. Minutes are to be kept of every members meeting, of every meeting of the Council, any committee appointed by the Council, and the Board. Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting. Minutes of members meetings and of Council meetings (save in relation to confidential matters) shall be posted on the Federation's website.
- 19.3. The Federation's registered office is at: 1 Moss End Business Village, Crooklands, LA7 7NU, or at such other place as the Council shall decide.

- 19.4. The Federation is to keep at its registered office:
- 19.4.1. a register of members in which the Secretary is to enter the following particulars:
 - 19.4.1.1. the names and addresses of the members;
 - 19.4.1.2. details of the share held by each member and of the amount paid or agreed to be considered as paid for that share;
 - 19.4.1.3. a statement of other property in the Federation whether in loans or loan stock held by each member;
 - 19.4.1.4. the date at which each member was entered in the register as a member and the date at which any member ceased to be a member;
 - 19.4.2. a duplicate register of members containing the names and addresses of members;
 - 19.4.3. a register of the names and addresses of the members of the Council, and the dates on which they assumed office;
 - 19.4.4. a register of the holders of loan stock in which the Secretary is to enter such particulars as the Council direct and register all transfers of loan stock;
 - 19.4.5. a register in which the Secretary is to enter such particulars of all mortgages and charges on land of the Federation as the Council directs.
- 19.5. Subject to the provisions of the Data Protection Act 1998 the registers to be maintained by the Federation may be kept in electronic form.
- 19.6. The inclusion or omission of the name of any person from the original register of members shall, in the absence of evidence to the contrary, be conclusive evidence that such person is or is not a member of the Federation.
- 19.7. The Federation is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with Sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968.
- 19.8. Members are entitled to inspect:
- 19.8.1. their own account
 - 19.8.2. the duplicate register
- at the registered office at any reasonable time.
- 19.9. The Secretary is to deliver a copy of these rules to every person on demand on payment of an amount fixed by the Council subject to the statutory maximum.

- 19.10. Notice of any change in the address of the registered office is to be sent by the Secretary to the Financial Services Authority in the directed form within fourteen days of the change.
- 19.11. Any notice required by these rules to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose. "Address" in relation to electronic communications includes any number or address used for the purposes of such communications.
- 19.12. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be treated as delivered 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.
- 19.13. The registered name of the Federation is to be displayed on the outside of the registered office and every other office or place in which the business of the Federation is carried on. The registered name of the Federation is also to be mentioned in legible characters in all:
 - 19.13.1. business letters, notices, advertisements and other official publications
 - 19.13.2. bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Federation
 - 19.13.3. bills, invoices, receipts and letters of credit of the Federation.
- 19.14. The Federation is registered under the Industrial and Provident Societies Acts 1965 (referred to as "the Act" in these Rules). Any references to the Act include reference to any statutory re-enactment and/or modification.

20. Disputes

- 20.1. Every unresolved dispute which arises out of these rules between the Federation and:
 - 20.1.1. a member; or
 - 20.1.2. any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
 - 20.1.3. any person claiming through such member or person aggrieved; or
 - 20.1.4. any person bringing a claim under the rules of the Federation; or
 - 20.1.5. an office-holder of the Federation

is to be submitted to an arbitrator agreed by the parties or in the absence of agreement to be nominated by the Federation's auditors at the time. The arbitrator's decision will be binding and conclusive on all parties.

- 20.2. Any person bringing a dispute must, if so required, deposit with the Federation a reasonable sum (not exceeding £200) to be determined by the Council. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

LANGUAGE

- 20.3. The working language of the Federation shall be English. In particular:

20.3.1. all meetings of the Board, the Council and members shall be conducted in English;

20.3.2. all chairs of committees shall report to Council in English; and

20.3.3. all minutes of meetings will be produced in English.

21. TRANSITION SCHEDULE

21.1. The first members shall be the members of the former company limited by guarantee, company number 2995753 ("the former company").

21.2. The first Council Members shall comprise those who were the Council Members of the former company, who shall be entitled to serve out their term of office.

21.3. The first Board Members shall be those who were the Board Members of the former company who shall be entitled to serve out their term of office.

21.4. The first Managing Director and Secretary shall be those who held those positions in the former company.