



Register number: 30998R

**RULES OF
INTERNATIONAL
POWERED ACCESS
FEDERATION LIMITED**

**Registered under the Co-operative and Community Benefit Societies Act 2014
(Amended March 2022)**

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



CONTENTS

1. Name	3
2. Purpose	3
3. Objects	3
4. Powers.....	4
5. Commitments.....	5
6. Framework.....	5
Members.....	6
Secretary	7
7. Subscriptions	7
8. Shares	7
9. Termination of membership/associateship	7
10. Members' meetings.....	8
11. Council.....	10
Composition.....	10
Council Meetings	12
Committees.....	14
12. Board.....	14
Composition.....	14
Board Meetings.....	15
13. Financial Audit	16
14. Performance Audit	17
15. Annual Returns	17
16. Amending these rules	17
17. Dissolution	18
18. Indemnity	18
19. Administrative provisions	18
20. Disputes.....	20
21. Language.....	21
22. Transfers on death or bankruptcy of Members.....	21

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



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 a 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,
 - 3.1.6. to increase the global footprint of the Federation and actively target the involvement of the industry’s main players,
 - 3.1.7. to maximize the benefits of membership and efficient use of the Federation’s resources in an organisation dedicated to the safe and effective use of powered access,
 - 3.1.8. to provide, facilitate, and expand communication channels amongst all Members of the Federation,
 - 3.1.9. to provide education and training channels for the whole industry, including the promotion of careers in the powered access industry, and
 - 3.1.10. to do all such other lawful things as are incidental or conducive to the achievement of the above objects.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 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, hire, let and otherwise 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, and in different regions,
 - 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, agents and advisers,
 - 4.2.6. use any of its assets as security against any borrowing that might be put in place,
 - 4.2.7. pay remuneration and allowances to any person, including without limitation 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),
 - 4.2.8. subject to the approval of the Board, the Federation may borrow money (including without limitation from Members) for the purposes of or in connection with its objects, subject to a limit of £1,000,000,
 - 4.2.9. invest money (other than money held by it as trustee) for the purposes of or in connection with its objects, with all the powers of a natural person in addition to the powers granted by the Act. The investment may include investment by:
 - 4.2.9.1. forming, or participating in forming bodies corporate;
 - 4.2.9.2. otherwise acquiring membership of bodies corporate;
 - 4.2.10. lend, deposit, gift and advance money and give credit or guarantees and with or without security when lending to Members in accordance with the Act;
 - 4.2.11. act as agent or trustee;
 - 4.2.12. support by donation or otherwise, administer and/or set up charities or social enterprises;
 - 4.2.13. issue shares, bonds and other financial instruments and repay such instruments;

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 4.2.14. to set aside funds for special purposes or as reserves against future expenditure;
 - 4.2.15. to obtain advice from a financial expert on investments and to have regard to the suitability of investments and the need for diversification where appropriate;
 - 4.2.16. to delegate the management of investments to a financial expert, but only on terms that the performance of the investments is reviewed regularly with the Board;
 - 4.2.17. to arrange for investments or other property of the Federation to be held in the name of a nominee company acting under the direction of the directors or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
 - 4.2.18. to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian and to pay any reasonable fee required;
 - 4.2.19. to insure the property of the Federation against any foreseeable risk and take out other insurance policies to protect the Federation when required;
 - 4.2.20. to enter into contracts to provide services to or on behalf of other bodies; and
 - 4.2.21. to establish or acquire subsidiary companies and other business organisations.
- 4.3. The Federation may only accept deposits in accordance with the Act and shall not carry on any regulated financial services except in accordance with the Act and the Financial Services and Markets Act 2000.

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; and
 - 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.
- 6.2. The functions of the Council, the Board and Members are as follows:

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 6.2.1. Members are those organisations (being legal entities incorporated with separate personality) and individuals admitted to membership of the Federation in accordance with this rule 6;
- 6.2.2. the Board is the management committee of the Federation, and Members of the Board are its directors and shall exercise all the powers of the Federation except those conferred on the Council by these Rules or at a general meeting;
- 6.2.3. the Council holds the Board to account, providing a check and a balance on its work and providing a link between the Board and the Members.
- 6.3. The Council may also establish Country/Regional Councils and Committees to help the Federation achieve its purposes.
- 6.4. The roles and responsibilities of the Members, Board, Council, Country/Regional Councils, Committees and CEO&MD (among other things) shall be set out more fully in a Governance Framework Policy, which shall be put forward by the Board for approval by the Council.
- 6.5. The Council may approve other policies and procedures put forward by the Board by which the Federation shall be governed.
- 6.6. The Board may delegate executive powers to the CEO & MD.

Members

- 6.7. 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.
- 6.8. The members of the Federation are the organisations (being legal entities incorporated with separate personality) and individuals whose names are entered in the register of Members.
- 6.9. Applications for membership may be submitted by any organisation (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.
- 6.10. The Council shall be entitled to accept or reject any application in its absolute discretion, in accordance with the Governance Framework Policy agreed by the Council from time to time, and the Secretary shall notify the applicant accordingly. The Secretary shall be under no obligation to give any reason or reasons for rejection.
- 6.11. Membership is not transferable.
- 6.12. 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.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 6.13. 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's Members.
- 6.14. The Federation shall have associates (who may be called associate members), 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 or organisations (being legal entities incorporated with separate personality). The Council may create different categories of associates, which may have different rights and obligations.

Secretary

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

7. SUBSCRIPTIONS

- 7.1. Each Member and associate has to pay an annual fee to the Federation as approved by the Members.

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

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 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 subscription fee due under these rules, in accordance with a process set out in the Governance Framework Policy agreed by the Council from time to time.
- 9.2. A Member or associate may be expelled by a resolution approved by not less than two-thirds of the Council who attend and vote at a meeting, in accordance with the Governance Framework Policy.
- 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 Council 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 who vote at a meeting.
- 9.5. A Member or associate may also be suspended in accordance with the Governance Framework Policy.

10. MEMBERS' MEETINGS

- 10.1. The Federation is to hold a Members' meeting (called the AGM or annual meeting) within nine months of the end of each financial year.
- 10.2. The functions of the AGM shall include (without limitation):
 - 10.2.1. receiving:
 - 10.2.1.1. the revenue account and balance sheet for the previous financial year;
 - 10.2.1.2. a report on the Federation's performance in the previous year; and
 - 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; and
 - 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 and/or Board, and
 - 10.2.4. considering any matter proposed by written notice signed by not less than 50 members or 5% of the members (whichever is higher).
- 10.3. All Members' meetings other than the AGM are called special meetings and are to be convened by the Secretary either:

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 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 100 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.
- 10.4. 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.
- 10.5. Notice of a Members' meeting is to be given in writing:
- 10.5.1. by notice to all Members; and
 - 10.5.2. by notice on the Federation's website
- in each case at least 14 clear days before the date of the meeting.
- 10.6. The notice must:
- 10.6.1. be given to the members of the Council, members of the Board and to the financial auditors;
 - 10.6.2. state whether the meeting is an AGM or special meeting;
 - 10.6.3. give the time, date and place of the meeting; and
 - 10.6.4. indicate the business to be dealt with at the meeting.
- 10.7. Before a Members' meeting can do business there must be a quorum present. Except where these rules say otherwise a quorum is:
- 10.7.1. one Council Member, and
 - 10.7.2. 20 Members of the Federation or 10% of the Members entitled to vote at the meeting whichever is lower, present in person or by proxy.
- 10.8. It is the responsibility of the Council, the chair of the meeting and the Secretary to ensure that at any Members' meeting:
- 10.8.1. the issues to be decided are clearly explained;
 - 10.8.2. sufficient information is provided to Members to enable rational discussion to take place;
 - 10.8.3. where appropriate, experts in relevant fields are invited to address the meeting.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 10.9. The President 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.
- 10.10. 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 determines. 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.
- 10.11. 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.
- 10.12. 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. A Member may attend a Members' meeting by proxy. The appointment of a proxy must be in writing and notified to the Federation at least 24 hours before the commencement of the meeting. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the chair of the meeting whose decision shall be final.
- 10.13. On a show of hands and on a poll, every Member present in person or by proxy (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.
- 10.14. 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.
- 10.15. 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.
- 10.16. Unless these rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.
- 10.17. A Members' meeting may be held in person, by suitable electronic means (including without limitation by video conference or similar) or a hybrid of the two, as agreed by the President, provided that all participants in the meeting are able to communicate with all the other participants.

11. COUNCIL

Composition

- 11.1. The Council is to comprise not less than fifteen Council Members, including:
 - 11.1.1. Members of the Board;
 - 11.1.2. Up to 6 Elected Council Members, elected in accordance with rule 11.2;

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 11.1.3. Up to 2 Co-opted Council Members, co-opted in accordance with rule 11.3;
 - 11.1.4. A representative of each Committee;
 - 11.1.5. A representative of each Country/Regional Council; and
 - 11.1.6. Any other Council Members as set out in the Governance Framework Policy.
- 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 as set out in the Governance Framework Policy, 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 up to two additional Council members (who do not have to be Members of the Federation) in accordance with the Governance Framework Policy.
- 11.4. No Member shall, at any time:
- 11.4.1. have more than two representatives serving on the Council;
 - 11.4.2. have a representative or representatives chairing more than two of the Federation's committees.
- 11.5. Council Members shall serve for a term of office in accordance with the Governance Framework Policy.
- 11.6. Council Members will not receive any payment for serving on the Council or any payment of expenses incurred in carrying out their duties.
- 11.7. No person can be a member of the Council who:
- 11.7.1. is under 18 years old;
 - 11.7.2. has been removed from the Council under the provisions below;
 - 11.7.3. has been declared bankrupt or compounded with their creditors and has not been discharged;
 - 11.7.4. is subject to a disqualification order made under the Company Directors Disqualification Act 1986 or the equivalent legislation in their country of residence;
 - 11.7.5. has been convicted of an offence where the conviction is not treated as spent under the Rehabilitation of Offenders Act 1974 or the equivalent legislation in their country of residence;
 - 11.7.6. (in the case of Council Members who hold office by virtue of being a Member of the Board), ceases to hold office as a Member of the Board;

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 11.7.7. (in the case of Council Members who hold office by virtue of being a representative of a Country/Regional Council or Committee), ceases to be a member of that Country/Regional Council or Committee, or who the Council is notified that they are no longer the named representative of that Country/Regional Council or Committee on the Council; or
- 11.7.8. has not complied with the requirements of Council Members set out in the Governance Framework Policy,
- and any person who ceases to qualify under this rule shall immediately cease to be a Council Member.
- 11.8. A Council Member may be removed from the Council by a resolution approved by not less than three-quarters of the remaining Council Members who are present and vote at a meeting in accordance with the Governance Framework Policy.
- 11.9. A Council Member who is unable to attend a meeting of the Council may send an alternate.
- 11.10. If a vacancy among Elected Council Members arises otherwise than at the end of a term of office, the relevant Member may at the sole discretion of the President nominate a replacement who may serve until the next annual Members' meeting.

Council Meetings

- 11.11. The Council will meet at least two times in every calendar year at such times and places as it thinks fit. Not less than fourteen clear days' notice of the date and place of each meeting is to be given in writing by the Secretary to all Council Members. A Council meeting may be called by shorter notice if it is so agreed by 90% of the Council Members entitled to attend and vote at the meeting.
- 11.12. The notice calling the meeting must be in writing and must:
- 11.12.1. give the time, date and place of the meeting; and
- 11.12.2. indicate the business to be dealt with at the meeting.
- 11.13. Meetings of the Council shall be called by the Secretary. Meetings of the Council may also be called by the President or by not less than four Council Members, in each case by submitting a notice in writing to the Secretary, specifying the business to be discussed. The Secretary is to communicate every such notice to all Council Members as soon as possible and the meeting shall be held at a venue decided by the Secretary no more than twenty-eight days after the receipt by the Secretary of the notice.
- 11.14. One half of the Council Members will form a quorum, rounded down to the nearest whole number.
- 11.15. The President, or in their absence the Deputy President, Vice President, or another Council Member is to chair meetings of the Council.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 11.16. Save when prevented from doing so by circumstances beyond their control, the CEO & MD shall attend every meeting of the Council, unless their performance, or terms and conditions of employment are the subject matter of the meeting in which case they should comply with the provisions in these rules which govern conflicts of interests.
- 11.17. The President may agree that Council Members can participate in Council 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.
- 11.18. 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.
- 11.19. 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.
- 11.20. 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.
- 11.21. Any Council Member who has a material interest in a matter as defined below shall declare such interest to the Council and:
 - 11.21.1. may be present in any discussion of the matter unless a majority of the Council Members objects to their presence, but
 - 11.21.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 11.22. 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.
- 11.23. 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:
 - 11.23.1. shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
 - 11.23.2. an interest in any matter which has an equal effect on all Council Members of a particular category;
 - 11.23.3. an interest in a Country/Regional Council or Committee where the Council Member is also a member of that Country/Regional Council or Committee.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



Committees

- 11.24. Except where these rules provide, the Council may not delegate any of its roles and responsibilities, but it may appoint a committee or committees (including without limitation Country/Regional Councils) to assist it in carrying out its functions.

12. BOARD

Composition

- 12.1. The Board will consist of a minimum of four persons and a maximum of 10 persons and shall comprise:
- 12.1.1. the CEO & MD;
 - 12.1.2. such other persons as set out in the Governance Framework Policy,
- provided that a majority of Board Members must always have been elected by the Members.
- 12.2. The Board shall nominate from among their number a President, a Deputy President and a Vice President, for election by the Members at the AGM.
- 12.3. Positions on the Board are personal and non-transferable. All Board Members must be Members of the Federation or be employed by a Federation Member or be employed by the Federation. If a Board Member is re-employed by another Federation Member during their term of office, they may continue as a Board Member as long as they are in employment with a Member organisation by the time of the next Board meeting. If a Board Member ceases to be employed by any Member or by the Federation during their term of office, they lose their place on the Board.
- 12.4. Board Members shall serve for a term of office in accordance with the Governance Framework Policy.
- 12.5. No person can be a member of the Board who:
- 12.5.1. has been declared bankrupt or compounded with their creditors and has not been discharged;
 - 12.5.2. is subject to a disqualification order made under the Company Directors Disqualification Act 1986 or the equivalent legislation in their country of residence;
 - 12.5.3. has been convicted of an offence where the conviction is not treated as spent under the Rehabilitation of Offenders Act 1974 or the equivalent legislation in their country of residence; or
 - 12.5.4. is removed from the Board by a majority of Members voting at a general meeting in accordance with rule 10.2.4 or rule 10.3.2.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 12.6. 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

- 12.7. Not less than fourteen clear days' notice of the date and place of each Board meeting is to be given in writing by the Secretary to all members of the Board. A Board meeting may be called by shorter notice if it is so agreed by 90% of the Board Members entitled to attend and vote at the meeting.
- 12.8. The notice calling the meeting must:
- 12.8.1. give the time, date and place of the meeting; and
 - 12.8.2. indicate the business to be dealt with at the meeting.
- 12.9. All Board papers relevant to an agenda item at Board meetings should be distributed to Board Members at the same time as the notice calling the meeting. Other documents distributed later cannot be the subject of formal decisions during the meeting.
- 12.10. Meetings of the Board shall be called by the Secretary. Meetings of the Board may also be called by the President or by not less than four Board Members, in each case by submitting a notice in writing to the Secretary, specifying the business to be discussed. The Secretary is to communicate every such notice to all Board Members as soon as possible and the meeting shall be held at a venue decided by the Secretary no more than twenty-eight days after the receipt by the Secretary of the notice.
- 12.11. One half of the members of the Board (including the CEO & MD or such other person attending the meeting in place of the CEO & MD) rounded down to the nearest whole number will form a quorum, provided that where there are no members of the Board save for the CEO & MD, the CEO & MD 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.
- 12.12. The President or in their absence, the Deputy President, the Vice President, or some other Board Member nominated by the members of the Board shall chair all Board meetings. In the event of an equality of votes, the chair of the meeting has a second or casting vote.
- 12.13. A Board Member who is unable to attend a meeting of the Board may not send an alternate, with the exception of the CEO & MD.
- 12.14. A Board meeting may be held in person, by suitable electronic means (including without limitation by video conference or similar) or a hybrid of the two, as agreed by the President, provided that all participants in the meeting are able to communicate with all the other participants.
- 12.15. 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.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 12.16. Meetings of the Board are confidential and by invitation only. Minutes will be kept but will not be published.
- 12.17. 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)
 - 12.17.1. which is carrying on any trade or industry which is also carried on by the Federation, or
 - 12.17.2. which has any contract with the Federation.
- 12.18. Any Board Member who has a material interest in a matter as defined below shall declare such interest to the Board and:
 - 12.18.1. may be present in any discussion of the matter unless a majority of the Board Members objects to their presence, but
 - 12.18.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 12.19. 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. In the case of the CEO&MD, such removal would be subject to the terms and conditions of their employment by the Federation.
- 12.20. 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:
 - 12.20.1. shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
 - 12.20.2. 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.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 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 AGM, 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 CEO & MD 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 9 of the Act.
- 13.5. The financial auditor shall, in accordance with Section 87 of the Act, 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. Every appointment of a financial auditor is to be made by resolution of a members' meeting of the Federation except 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 Conduct 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 Conduct 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 111 of the Act.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



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:

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 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 2018 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 75 and 76 of the Act.
- 19.8. Members are entitled to inspect:
 - 19.8.1. their own account
 - 19.8.2. the duplicate registerat 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 Conduct Authority in the directed form within fourteen days of the change.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 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 Act.

20. DISPUTES

- 20.1. The Federation shall have a complaints policy which shall be made available to its Members.
- 20.2. Every unresolved dispute which arises out of these rules between the Federation and:
 - 20.2.1. a Member; or
 - 20.2.2. any person aggrieved who has ceased to be a Member within the six months prior to the date of the dispute; or
 - 20.2.3. any person claiming through such Member or person aggrieved; or
 - 20.2.4. any person bringing a claim under the rules of the Federation; or
 - 20.2.5. an office-holder of the Federationis 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.
- 20.3. 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.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



- 20.4. Any arbitration shall be decided in accordance with the laws of England and Wales unless otherwise agreed by the CEO&MD.

21. LANGUAGE

- 21.1. The working language of the Federation shall be English. In particular:
- 21.1.1. all meetings of the Board, the Council and members shall be conducted in English;
 - 21.1.2. all chairs of committees shall report to Council in English; and
 - 21.1.3. all minutes of meetings will be produced in English.
- 21.2. Country/Regional Councils may produce documents in their own languages but must produce summaries of meetings in English for wider distribution. Invitations, agendas, minutes of meetings and documents for approval must be circulated in English where they have an international interest.

22. TRANSFERS ON DEATH OR BANKRUPTCY OF MEMBERS

- 22.1. Members may nominate any person or persons to whom any of their property in the Federation at the time of their death shall be transferred. On receiving satisfactory proof of death of a Member who has made a nomination the Board shall if and to the extent that the nomination is valid under the Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.
- 22.2. Upon a valid claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member to any property in the Federation belonging to the deceased or bankrupt member the Board shall transfer or pay such property to which the claimant has become entitled as the claimant may direct them.

23. INTERPRETATION

The “Act” means the Co-operative and Community Benefit Societies Act 2014. Any references to the Act and to any other statutory instruments include reference to any statutory re-enactment and/or modification.

“CEO & MD” means the Managing Director of the Federation from time to time.

RULES OF INTERNATIONAL POWERED ACCESS FEDERATION LIMITED



Signed by the Members (by an authorised officer)

Name of Member

1.....

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2.....

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3.....

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Signed by the Secretary

Full Name in Block Capitals

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Dated