

FEDERATION RULES 2009

Rules of the Federation of Master Builders

GENERAL

Name

- 1 The name of the organisation shall be The Federation of Master Builders (Limited by guarantee and hereinafter referred to as "The Federation").
- 2 Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound-up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member and the costs, charges and expenses of winding-up the same for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of 25p.

Definitions

- 3 In these Rules, unless inconsistent with the subject or context, the words in the column headed "WORDS" below shall bear the meaning set opposite to them respectively in the column headed "MEANINGS".

WORDS

MEANINGS

These Rules	These Rules or other Rules of the Federation for the time being in force.
The Office	The principal office for the time being of the Federation.
The National Council	The National Council of the Federation for the time being. The role of National Council shall be to appoint, dismiss and review the Managing Board of the Federation.
The Managing Board	The Managing Board of the Federation for the time being.
Officers	Members of the Federation possessing voting and other rights and such powers as described in the Rules.
Officials	Paid employees holding executive positions and exercising such functions as laid down in the Rules.
The Construction Industry	The construction and built environment industry (hereinafter referred to as 'the construction industry') in all its branches (including the design, construction, installation, maintenance, repair and renewal of all kinds

of buildings, building equipment, building materials and appliances) and also such ancillary activities and allied trades as are recognised within the construction industry by trade, custom, practice, usage or qualification to be ancillary or allied to the construction industry.

Master Builders	Any employer, firm, corporation, or sub-contractor actively engaged in work within the construction industry or its allied trades.
Members	The company, partnership, sole trader or other type of construction business which is listed by its name on a Regional Register and which has been admitted to membership in accordance with these Rules as an Ordinary or Associate Member.
Month	Calendar Month.
Year	Calendar Year.
In writing	Written, printed or lithographed or partly one or partly another and other modes of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural number and vice versa, and Words importing the masculine gender only shall include the feminine gender and Words importing persons shall include the categories mentioned in Rule 3 - Master Builder.

The Principal Office

- 4 The principal office of the Federation shall be situated at such place as the National Council shall from time to time resolve.

Objects

- 5 (a) To regulate relations between employers and employees in the construction industry and allied operations.
- (b) To organise, represent, and promote, protect and advance the interest of Master Builders as employers in the construction industry, and to represent Master Builders in the negotiation of terms and conditions of employment within the construction industry and allied operations.
- (c) To co-operate with and cultivate good relations with other employer associations and combinations of employees within the construction industry on all matters affecting the general and common interests of the construction industry and allied operations.
- (d) To render to the Members of the Federation such assistance as may be deemed desirable in the interests of the construction industry and allied operations.

- (e) To encourage, promote and protect the construction industry in the United Kingdom and elsewhere and generally to watch over and protect the interests of employers in the construction industry and of others having commercial and professional relationships with the construction industry and allied operations.
- (f) To promote and encourage the settlement of disputes between employers and between employers and persons employed by negotiation, arbitration, or failing arbitration by other lawful means, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient if the parties in dispute agree.
- (g) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration and, for the purposes aforesaid, to petition Parliament, and take such other steps and proceedings as may be deemed expedient.
- (h) To provide information on all matters affecting the construction industry and allied operations and to print, publish, issue and circulate whether gratis or otherwise such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these objects, and to arrange and promote the adoption of equitable forms of contracts and other documents used in the construction industry and allied operations.
- (i) To encourage excellence in construction.
- (j) To investigate and make known the nature and merits of technical and other innovations which may seem capable of being used by persons engaged in the construction industry and allied operations.
- (k) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from which to make donations or advances to deserving persons who may be or have been engaged in the construction industry and allied operations, and to contribute to or otherwise assist any charitable or benevolent institution or undertaking.
- (l) To undertake and execute any trusts which may seem to the Federation conducive of any of its objects.
- (m) To borrow any monies required for the purpose of the Federation upon such terms and on such security (if any) as may be determined.
- (n) To purchase, take on lease, exchange, hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the Federation and to construct, alter, and maintain any buildings required for the purposes of the Federation.
- (o) To sell, improve, manage, develop, lease, dispose of, turn to account, or otherwise deal with all or any part of the property of the Federation.

- (p) To invest the monies of the Federation not immediately required in or upon such securities or otherwise in such manner as may from time to time be determined and as permitted by the Acts prevailing in regard to Employers' Associations.
- (q) To promote and encourage educational and training projects within the construction industry, and, in particular, with regard to apprentice and operative training.
- (r) To establish, promote, undertake, superintend, administer and contribute to any fund, scheme or arrangement for the provision of pensions or other retirement benefits for or in respect of all or any of its own officials or any other persons employed in the construction industry, and on their behalf to promote and incorporate any company or companies not paying any dividend to or distributing assets among its or their Members and formed for the purpose of acting as a trustee or trustees or of carrying on the business of pensions administration.
- (s) To represent and promote the interests of Master Builders to any European political, industrial or other organisation and to confederate with other construction trade associations in Europe as a means to these objectives where deemed necessary.
- (t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP

- 6 The Managing Board shall have the authority to set and amend the classes of, and the criteria for and the application processes for membership which are not defined within these rules.

As a minimum there shall be the following classes of Members:

- (a) Ordinary Members.
- (b) (i) Associate Members;
(ii) Corporate Members.
- (c) Retired Members.
- (d) Honorary Members.

Eligibility for Membership

- 7 All Master Builders shall be eligible for Ordinary Membership.
- 8 Companies, firms and individuals qualified as in Rule 12 shall be eligible for Associate Membership. At the discretion of the Managing Board any associate member can be granted the full rights of an Ordinary Member.

- 9 All Retired Master Builders as defined in Rule 17 shall be eligible for Retired Membership.
- 10 Any person as defined in Rule 19 shall be eligible for Honorary Membership.

Ordinary Membership

- 11 Applicants shall be admitted to Ordinary Membership in accordance with the procedures that shall be laid down by the Managing Board.

Associate Members

- 12 Manufacturers and suppliers of construction materials, equipment and appliances, and other firms and individuals associated with the construction industry (but who are not Master Builders) may become Associates of the Federation.
- 13 Applicants shall be admitted to Associate Membership in accordance with the procedures that shall be laid down by the Managing Board.
- 14 Associates shall be entitled to the rights and conform to the obligations, of Membership as laid down in Rules 26 and 27, except that Associates shall not be entitled to vote or to hold office in the Federation unless they have been granted rights as laid down in Rule 8. Such Members may only display the logo of an Associate Member. Associate Members may also display the logo of any European body to which the Federation is affiliated and where the Rules of such a Confederation permit this.

Membership Appeals

- 15 Where an application for Ordinary or Associate Membership is rejected the applicant shall be informed in writing within twenty days of that decision of:
 - (a) The decision to refuse the application.
 - (b) The applicant's right to request a review of the decision and the manner in which such a request for review may be made.
- 16 National Council shall set procedures for the review of a decision to reject an application.

Retired Membership

- 17 Retired Members shall mean persons who have been Ordinary Members of the Federation who are voluntarily retired and no longer engaged full-time in the trade of Master Builder.
- 18 Retired Members shall be entitled to receive Federation publications (as in Rule 28(a)), to attend, vote and hold office at Branch and Regional Council level but shall not be eligible for membership of National Council.

Honorary Membership

- 19 (a) Honorary Members may be elected by National Council and shall be persons who are distinguished in public life, commerce, finance, or the professions, or of such other status as the National Council may consider appropriate to fit them for Honorary Membership.
- (b) Ordinary Members should normally have served on National Council before consideration can be given to awarding Honorary Membership.
- 20 Honorary Members may, at the absolute discretion of the National Council:
- (a) Receive the literature of the Federation.
- (b) Receive notice of Meetings of the Federation.
- 21 (a) An Honorary Member, who is also an Ordinary Member, or the nominated representative of a Member firm, may continue to exercise all the rights of Membership so long as he remains an Ordinary or the nominated representative of a Member.
- (b) An Honorary Member not covered by the provisions of Rule 21(a) but who has previously served as an officer of either the National Council or a Regional Council may exercise the same rights and privileges of a Retired Member under Rule 18.

Testimonial

- 22 Where there is clear evidence that an Ordinary Member has given outstanding exemplary service to the Federation at Branch or at Regional level over a considerable period of time, then National Council can, at their sole discretion, consider awarding a testimonial.

Regional and Branch Membership

- 23 Each Ordinary and Associate Member shall be deemed to be a Member of:
- (a) The Region
- (b) The Branch

within whose area his registered office or principal place of business is situated.

A Member may request the FMB to vary the provision of 23(b); if the Member's reason is valid it may allow the Member to join the Branch of his choice. Where the Branch of his choice is within a different Region, the Member may request that National Council vary the provision of 23(a) and 23(b); if the Council consider the Member's reason valid it may allow the Member to join the Region and Branch of his choice.

- 24 Should any Member, having a Branch or Branches of his business in any Region or area, desire additional Membership in respect of such Branches, this may be permitted on payment of a total subscription and on such conditions as may be negotiated by the Director General subject to ratification by the Managing Board.

Register of Members

- 25 The Federation shall maintain Regional Registers containing the names and addresses of and any other information on all Members within any particular Region. The Federation shall observe the requirements of the Data Protection Act (1984) and any subsequent or amending legislation in relation to the data held.
- 26 It shall be the obligation of all Members to supply the Federation with such information as is necessary to keep the Regional Registers accurate.
- 27 Inspection of the said Registers may be made by any Member on application to the Regional Director, but such Member must establish to the satisfaction of the Regional Director a sufficient and lawful purpose for wishing to inspect the Registers.

Rights and Obligations of Members

- 28 Every Ordinary Member shall enjoy the following rights and privileges:
- (a) The right to receive such publications as the Federation shall make available at such rates (if any) as the Managing Board shall from time to time prescribe.
 - (b) The benefit of collective action by the Federation to safeguard their interests within and without the construction industry, with outside bodies including the Government, and under existing and proposed legislation.
 - (c) To be a candidate for or to hold any office in the Federation, and to nominate candidates for any such office where appropriate.
 - (d) To vote in any election for any such office in any ballot of Members of the Federation.
 - (e) To attend, vote and take part in all General Meetings and the Regional General Meetings and Branch Meetings where appropriate according to the location of the Membership.
 - (f) A Member entitled to attend and vote at a General Meeting may appoint a proxy to attend and vote on his behalf. To be valid for any particular meeting a form of proxy in the manner laid down by the Managing Board must be lodged at the registered office of the Federation not less than 48 hours before the appointed time of the meeting.
 - (g) To use the official symbol of the Federation on headed notepaper or signs and otherwise publicise his Membership. Members may also similarly use the logo of any European body to which the Federation is affiliated and where the Rules of such a Confederation permit this.
 - (h) No Member shall exhibit either the official symbol or the letters FMB or otherwise imply Membership in any advertisement or other means of publicity unless there is also included the full trading name of the Member.

- (i) Every Member shall be bound to promote the excellence in the construction of buildings, and just and honourable practice in the conduct of business and suppress malpractice.
 - (j) Every Member who advertises in the press or other publicity media shall be bound to do so in conformity with the Federation's Code of Practice for Advertising by Members.
- 29 Every Member of the Federation shall be and remain bound by and shall at all times observe and comply with provisions of these Rules, the undertakings of Membership and the terms of all agreements entered into by the Federation.

Representatives

- 30 (a) Where Ordinary Membership is held by a partnership, firm, or company, more than one representative may hold office in the Federation and may attend general meetings, Regional General Meetings and Branch meetings providing that at any such meeting only one representative of any Member partnership, firm, or company, may exercise the voting and nominating rights laid down in Rule 28(c), (d) and (e).
- (b) No representative may vote for or nominate for office any other representative of the same partnership, firm or company.

Subscriptions

- 31 Ordinary Members and Associates shall pay to the Federation such Admission Fee and Annual Subscription as decided upon in accordance with Rule 144 [142](#).
- 32 Retired Members shall pay to the Federation an Annual Subscription of not more than 25% of the current subscription of Ordinary Members.
- 33 No Annual or other Subscription shall be payable by an Honorary Member unless he is covered by the provisions in Rule 21(a).
- 34 The Annual Subscription payable by the Ordinary, Associate or Retired Member shall become due on the date of admission to Membership and shall be renewable on the same date annually.
- 35 Any Member whose Subscription, after the application in writing by the Federation for payment thereof, is in arrear for two months, shall not be entitled to be present or vote at any meeting of the Federation.
- 36 Any Member whose Subscription, after the application in writing by the Federation for payment thereof, is in arrear for two months, shall forthwith cease to be a Member of the Federation and forfeit all privileges of Membership, but the arrears shall remain a debt due to and recoverable by the Federation. Where it is proposed to cease Membership under this Rule a warning notice shall be sent not less than one month before the proposed cessation.

Termination of Membership

- 37 (a) Any disputes shall be dealt with in accordance with the Federation's Complaints and Disputes Resolutions procedures which shall be approved by the Managing Board.
- (b) If a member shall cease to be a Master Builder or being a company be wound up or go into liquidation, or have a Receiver appointed for all or any of its assets, or be dissolved or become bankrupt, or in any other way cease to trade then such a Member shall cease to be a Member from the date the relevant event took place.
- (c) Members who simply cease to be a Master Builder may, however, elect to become Retired Members, as in Rule 17.

38 If a Member shall:

- (a) fail in the observance of any of these Rules or any other Rules, orders, undertakings, Agreements or regulations for the time being of the Federation, or
- (b) be guilty of any dishonourable, improper or other conduct within or without the Federation which is prejudicial to the good standing of the Federation in general or the construction industry in general, or
- (c) become associated with any organisation which the Managing Board considers against the interests of the Federation, or
- (d) deliberately supply false information in relation to their Membership.

Then the matter shall be referred to the Regional Complaints Committee for Consideration; the Committee having a delegated power by a majority vote of its Members, to expel such Member from the Federation and such Member shall, subject to Rules 39 and 43, cease to be a Member and shall forfeit all interests and privileges in the Federation as from the date of the passing of the resolution expelling them.

- 39 The Regional Complaints Committee shall inform such Member in writing of the charges brought against him and of the date of the Meeting convened in accordance with Rule 38 at least seven days before such a Meeting and shall invite him to attend and address the Committee and, if he wishes, to call witnesses.
- (a) Should a member fail to attend a Regional Complaints Meeting convened under Rule 38 or otherwise refuses to co-operate with the complaint procedure laid down by the Federation, and the Regional Complaints Committee expels that member, then that member loses the right to appeal to the National Appeals Committee under Rule 41.
- 40 Where the Regional Complaints Committee decides that the Member shall be expelled, then such Member shall be notified of this decision by the Regional Director and such Member shall be entitled to appeal against the decision in accordance with Rule 41.

- 41 If a resolution expelling such Member is passed, the Regional Complaints Committee shall, within seven days of the Meeting at which such resolution is passed, inform such Member and the Regional Council in writing of the findings of the Regional Complaints Committee and of his rights to appeal to the National Appeals Committee within seven days and the manner in which such appeal may be exercised.
- 42 The National Appeals Committee shall hear appeals against the decision of the Regional Complaints Committee. The Committee shall inform such Member in writing of the date of such Appeals meeting and shall invite him to attend and address the National Appeals Committee and, if the Member so wishes, to call witnesses.
- 43 The National Appeals Committee shall have the power by majority vote of its Members to confirm the Regional Complaints Committee's recommendation on expulsion of such Member, failing which such Member's appeal shall be allowed and the vote of the National Appeals Committee shall render the expelling resolution of the Regional Complaints Committee null and void. The decision of the National Appeals Committee will be final.
- 44 Any Member expelled under these Rules or otherwise ceasing to be a Member from any cause shall thereupon forfeit all rights of Membership and all rights of whatsoever nature which he may have against the Federation or its property except to such extent as may be otherwise resolved by the Managing Board.
- 45 Under no circumstances shall Membership of the Federation be capable of transfer or assignment by a Member. Where a Member changes or alters the constitution of his business by way of sale or in any other way the facts should be immediately notified to his Regional Council which shall have power to continue the Membership where appropriate in the new name, or direct that the Membership should cease.
- 46 Where the Regional Complaints Committee decides that Membership should cease, then such Member shall be notified of this decision by the Regional Director and such Member shall be entitled to appeal against the decision in accordance with Rules 41, 42 and 43.
- 47 No change in the composition of a partnership whether by way of death, retirement or admission of new or additional partners shall constitute a dissolution for the purposes of these Rules and accordingly the Membership of such firm shall continue and any new partner shall be deemed to have accepted the firm's Membership unless he specified his objection in writing within twenty-one days of his admission as a partner.

Resignation of Membership

- 48 Any Member may resign from the Federation by giving notice in writing to his Regional Council. Such notice shall be given not less than fourteen days before the renewal date of his Annual Subscription, and he shall be deemed to have ceased to be a Member from the end of that subscription year. In default of such notice being so given, a Member shall be liable to pay the Subscription.

STRUCTURE

Branch Organisation

- 49 Regional Councils shall have power at any time with the consent of the National Council to establish Branches of the Federation, to define the respective geographical areas with reference to which such Branches shall operate and to dissolve any such Branch.
- 50 The object of a Branch shall be the discussion and advancement of trade matters within its area, the consideration of questions arising between Members and their employees, local authorities, representatives of the construction profession, and any others connected with the industry, and the taking of collective action on all questions of interest to the trade, consistent with these Rules and the policy of the National Council as expressed through the Regional Council.
- 51 Each Branch shall hold an Annual General Meeting in every year at such time (but no later than 31st March) and such place as may be determined by the General Committee of the Branch.
- 52 The business of the Annual General Meeting shall be:-
- (a) to confirm the Minutes of the previous Annual General Meeting
 - (b) to receive:
 - (i) an Annual Report
 - (ii) Audited Accounts for the financial year last ended
 - (c) to elect:
 - (i) Officers
 - (ii) A General Committee
 - (iii) Delegate(s) to the Regional Council and, where appropriate, deputy delegates
 - (iv) Auditors
 - (d) to transact:
 - (i) business of which notice has been given under Rule 62(d)
 - (ii) any other business as applicable to an Annual General Meeting.
- 53 The Branch Officers (except as provided below) shall be the President, Immediate Past-President, Hon. Treasurer, and Vice President, (read Chairman and Vice Chairman in Branches where appropriate) and shall be elected at the Branch Annual General Meeting for a period of one year (excepting the Immediate Past President, who serves ex officio). The Officers shall be eligible for re-election.
- (a) Where it is not customary for a Branch to elect a President, the Branch Officers shall be the Chairman, Hon. Treasurer, and Vice-Chairman.

- (b) Where it is customary for a Branch to have a President and Chairman, the Branch Officers shall be the President, Chairman (who may also be Vice-President), Immediate Past President, and Hon. Treasurer.
- 54 Branch Officers shall be ex-officio members of the General Committee of the Branch.
- 55 Any casual vacancy in the Branch Officers shall be filled by the General Committee.
- 56 In addition, two Honorary Auditors shall be appointed by the General Committee.
- 57 Each Branch shall have a General Committee consisting of:
- (a) the Branch Officers, and
 - (b) such other Branch Members elected at the discretion of the Branch.
- 58 The Branch General Committee shall discuss matters referred to it by the Branch and shall have power to take action on matters of urgency, particularly relating to new Membership applications, during the period between meetings of the Branch.
- 59 The General Committee may at the Meeting co-opt such other Branch Members as Members of the General Committee as they think fit.
- 60 The President, or in his absence the Immediate Past President, shall preside at Meetings of the Branch (read Chairman and Vice-Chairman in Branches where appropriate). If both are absent the Members attending shall elect a Chairman from among them.
- 61 A bank account shall be opened in the name of the Federation and the Branch at a local bank in which all monies of the Branch shall be lodged. All cheques drawn upon the account shall be signed by the Treasurer and counter-signed by the Secretary and/or Chairman. The system of operating finance for Branch receipts and expenditure accounts shall be laid down by the National Council.
- 62 Each Branch, and the General Committee of such Branch, shall, subject to Rule 130 have power to regulate the convening of and the procedure at their Meetings provided that:-
- (a) There shall be not less than two Branch Meetings in every year, which may include the Annual General Meeting.
 - (b) The General Committee shall meet monthly or as required.
 - (c) the Branch President (Chairman) shall at any time call a Special Branch Meeting within fourteen days of the receipt of the written request of any ten Branch Members stating the objects of such a meeting. Such Special Branch Meetings may be called for the purpose of deciding by majority vote of those present:
 - (i) To remove any Officer of the Branch.
 - (ii) To remove any Member of the Branch General Committee.

- (iii) To decide to implement proceedings for the appointment or dismissal of the Branch Secretary as laid down in Rule 64.
 - (iv) To remove Regional Council delegates or deputy delegates.
 - (v) The quorum at Special Branch Meetings shall be ten.
- (d) Seven days' notice of all Branch Meetings shall be given to all Branch Members, together with the agenda and relevant papers for discussion.
- (e) The quorum necessary for the transaction of business at Branch Meetings and the Annual General Meeting shall be eight persons or 10% of the Branch Membership, whichever is the lower figure; for a General Committee Meeting it shall be five persons.
- 63 Responsibility for administering the Branch and convening meetings of the Branch and General Committee shall rest with the Branch Secretary.
- 64 Branch Secretaries shall be appointed or dismissed by the Branch in consultation with the Regional Council.
- 65 Any matter arising at the Branch, and not covered by any of the Rules of the Federation as stated herein, shall be dealt with by the Regional Council.
- 66 Standing Orders for the conduct of the Branch shall be laid down by the Regional Council.

Regional Organisation

- 67 The Managing Board shall have power at any time and from time to time to establish Regional Councils, to define the respective geographical areas with reference to which such Regional Council shall operate, to determine the Terms of Reference and procedure and to dissolve any such Regional Council for the time being in existence.
- 68 Unless and until otherwise determined by the Managing Board, the Regions of the Federation shall be established on the following boundaries:
- (a) Eastern Counties: Bedfordshire, Cambridgeshire, Essex, Hertfordshire, part of Leicestershire, part of Lincolnshire, Norfolk, Northamptonshire, Suffolk.
 - (b) London: Seventeen miles radius from Charing Cross and including additional districts incorporated in the London Region Working Rule Agreement.
 - (c) Midland: Hereford/Worcester, part of Leicestershire, West Midlands, Shropshire, part of Staffordshire, Warwickshire.
 - (d) Northern Counties: Cleveland, part of Cumbria, Durham, Northumberland, Tyne and Wear, part of North Yorkshire.
 - (e) Northern Ireland

- (f) North-West: Cheshire, part of Cumbria, Lancashire, Greater Manchester, Merseyside, part of Staffordshire, Isle of Man.
 - (g) Scotland
 - (h) Southern Counties: Berkshire, Buckinghamshire, part of Dorset, Hampshire, Isle of Wight, Kent, Oxfordshire, Surrey, East Sussex, West Sussex.
 - (i) Wales
 - (j) South-Western: Avon, Cornwall, Devonshire, part of Dorset, Gloucestershire, Somerset, Wiltshire.
 - (k) Yorkshire and Trent: Derbyshire, part of Lincolnshire, Nottinghamshire, part of North Yorkshire, East Yorkshire, South Yorkshire, West Yorkshire.
- 69 Each Region shall hold an Annual General Meeting in every year at such time (but not later than the 30th April) and place as may be determined by the Regional Council, and shall specify the Meeting as such in the notices calling it.
- 70 The business of the Annual General Meeting shall be:
- (a) to confirm the Minutes of the previous Annual General Meeting.
 - (a) to receive
 - (i) an Annual Report and
 - (ii) a statement from the company's auditor certifying that as the Region's accounts have been centralised no separate accounts have been prepared.
 - (c) to elect Regional Officers as defined in Rule 77;
 - (d) to transact business of which notice has been given as in Rule 71;
 - (e) to transact any other business as applicable to an Annual General Meeting.
- 71 The Director of the Region shall give every Member of the Region at least fourteen days' notice in writing of the date and place of and the specific nature of the business to be transacted at every Annual General Meeting and Extraordinary General Meeting of the Region.
- 72 The President of a Region shall convene an Extraordinary General Meeting at any time at the request of:
- (a) the Regional Council
 - (b) at the written request of any twenty Members of the Region.
- 73 The business of an Extraordinary General Meeting may include the following:

- (a) to dismiss any of the Regional Officers
 - (b) to transact any other business which may properly be transacted at an Extraordinary General Meeting.
 - (c) to consider emergency motions on general policy.
- 74 The quorum for an Extraordinary General Meeting shall be twenty.
- 75 Rules 122 and 125 shall apply to Regional Meetings as if all references in such Rules to General Meetings were references to Regional Meetings except that the quorum for a Regional General Meeting shall be twenty or 1% of Regional Membership, whichever is lower.
- 76 The Regional Officers shall be the President, Past-Presidents, Hon. Treasurer and Vice-Presidents. Every such officer shall be an Ordinary Member, or the nominated representative of an Ordinary Member of the Federation or a Retired Member.
- 77 (a) The Regional Officers, with the exception of Past-Presidents shall be elected at the Annual General Meeting and shall hold office for one year but shall be eligible for re-election.
- (b) Candidates for the position of Regional Officers shall be Members of the Regional Council.
- 78 Any casual vacancy amongst the Regional Officers shall be filled by the Regional Council.
- 79 The President of the Region shall preside at all Regional General Meetings. In his absence a Vice-President shall preside, failing which the Meeting shall elect one of the other Regional Officers as Chairman of the Meeting, failing which the Meeting shall elect a Chairman from the Members present.

Regional Councils

- 80 Each Regional Council shall consist of:
- (a) the Regional Officers
 - (b) Branch delegates elected under Rule 83
 - (c) co-opted Members elected under Rule 85
- 81 Each Regional Council shall hold its Annual General Meeting in every year at such time and place as may be determined by the Regional Council and shall specify the Meeting as such in the notices calling it.
- 82 The business of the Annual General Meeting of Regional Council shall be to elect from its members:

- (a) a President
- (b) a Vice-President
- (c) delegates to the National Council
- (d) to transact any other business of which notice has been given as in Rule 86(c).

83 Each Branch shall be entitled to send delegates to the Regional Council on the following basis:

where the Branch Membership is up to 50 - 1 delegate

where the Branch Membership is over 50 - 2 delegates

The Membership upon which any representation shall be based from any Branch is the fully paid up Membership at the previous December 31st.

Branches shall be empowered to appoint deputy delegates. Branch delegates to the Regional Council shall hold office for one year but shall be eligible for re-election. Any casual vacancy in Branch delegates to the Regional Council shall be filled by the Branch.

Where any deputy delegate is appointed he shall be empowered to attend Regional Council meetings in substitution for the official delegate and, when so doing, to exercise full rights of a Regional Council Member.

84 The names and addresses of Branch Delegates appointed to the Regional Council shall be notified to the Regional Director within seven days of the Branch Annual General Meeting at which the Delegates were appointed. Branch Delegates appointed to the Regional Council shall hold office from the Annual General Meeting of the Regional Council until the day preceding the next Regional Council Annual General Meeting.

85 The Regional Council shall have power to co-opt additional members to the Council. The total number of co-opted members shall not, however, form more than twenty per cent of the total Council Membership.

86 Each Regional Council shall have power to regulate the convening of and the procedure at their Meeting provided that:

- (a) There shall be not less than three meetings of each Regional Council in any one year.
- (b) The President of a Regional Council shall at any time call a Meeting of such Regional Council at the written request of 30% of the Members or 7 Members, whichever shall be the lesser.
- (c) At least fourteen days' notice of all Meetings of a Regional Council must be given to all Members of the Regional Council, together with the agenda and relevant papers for discussion.

- 87 The quorum necessary for the transaction of business of a Regional Council shall be 40% of membership of Regional Council, as defined in Rule 80.
- 88 The Regional Council shall be the competent body representing each established Branch of the Federation within the Regional area, and shall carry out the policies and organisation as decided from time to time by the National Council and as specified in these Rules.
- 89 The policy of the Region and the convening of meetings shall be administered by the Regional Director appointed in accordance with Rule 114.
- 90 Each Regional Council shall have power to constitute such committees as it may think fit and to reconstitute, change the membership of and dissolve any committees.
- 91 The Management Committee shall consider matters related to Regional Finance Budgets and any other matters referred to it by the Regional Council. In the period between meetings of the Regional Council it may also take decisions on general matters of urgency. The Committee shall present a report of its activities to each Regional Council Meeting for approval.
- 92 The conduct of business at Regional Council Meetings shall be in accordance with standing orders laid down by the National Council.
- 93 Regional Council shall act in accordance with the policy and decisions of the Federation and in general shall:
- (a) Implement the policies and decisions of the National Council within the Region.
 - (b) Oversee representation to external bodies within the region.
 - (c) Collectively reflect the views of the Branches within the Region and ensure their views on policy, regional administration and other matters are made known to the National Council.
 - (d) In general the powers of Regional Council are those of agents of the National Council.

National Council

- 94 The National Council shall consist of:-
- (a) the National Officers
 - (b) the Regional delegates elected under Rule 95
- 95 Each Regional Council shall be entitled to send two delegates to the National Council. Each Regional Council shall indicate which of the delegates it wishes the National Council to appoint to the Managing Board and which to the External Affairs Committee.

- (a) Regional Delegates to the National Council shall hold office from the date of the Annual Meeting of National Council until the day immediately preceding the next Annual Meeting of National Council but shall be eligible for re-election.
 - (b) The Names and Addresses of Regional Delegates to the Council shall be forwarded to the Head Office of the Federation to arrive not later than the 7th day of June in any year.
 - (c) Any casual vacancy in a Regional Council's Delegates shall be filled by the Regional Council.
 - (d) Regional Councils may, at a special meeting of the Regional Council summoned for that purpose, remove any representative from National Council if so decided by majority vote of those present.
- 96 The National Council shall have the following general powers, responsibilities and functions.
- (a) The control and direction of the policy of the Federation.
 - (b) To receive the Minutes of the Managing Board, any other National Committees of the Federation and the Regional Councils.
 - (c) In addition to exercising all the powers, discretion and authorities expressly conferred on the National Council by these Rules, to exercise all such powers, objects and discretion of the Federation and to do all such acts and things as may be exercised or done by or on behalf of the Federation in accordance with the Federation's Objectives.
 - (d) To appoint from among its Members a Chairman and Vice-Chairman at the Annual General Meeting of the newly elected National Council and who shall hold office until the corresponding Meeting in the following year when they shall retire but shall be eligible for re-election.
 - (e) The Council may remove a Chairman or Vice-Chairman from office, at a special meeting of the Council summoned for that purpose, and providing that a resolution calling for dismissal of either officer appears on the special meeting notice supported by at least two Council Members.
 - (f) All members of the National Council shall be the Directors of the Federation of Master Builders Ltd.
- 97 The National Council shall appoint a Managing Board consisting of the National President, Vice Presidents, Immediate Past President and one representative from each region and shall have power to constitute such National Committees and delegate such powers, to that Managing Board and those Committees, to ensure the effective management of the Federation and shall have power to reconstitute, change the membership of and dissolve any such National Committee as aforesaid.

- 98 There shall also be a standing Committee of the National Council known as the National President's Committee which shall consist of the National Officers and the Chairman of the National Council.
- 99 Where the National Council establishes any Committee the National Council will set down the terms of reference upon which any such Committee shall conduct its proceedings.
- 100 All Committees shall report to the National Council from time to time on their activities and minutes of the proceedings, where appropriate, shall be placed before meetings of the National Council
- 101 The National Council may, after considering reports or minutes from any Committee, take whatever decisions it considers necessary arising from such reports or minutes.
- 102 Where any Committee has been appointed by the National Council the Committee shall, at its first Meeting, elect a Chairman and Vice-Chairman where appropriate to hold office for the period of one National Council year. Retiring Chairmen and Vice-Chairmen of Committees shall be eligible for re-election.
- 103 Any casual vacancy on a Committee shall be filled by the National Council.
- 104 The National Council and the Committees shall have power to co-opt additional members to Committees and these members need not be members of the National Council. Co-opted members must not, as a total proportion of any Committees, exceed twenty per cent. Such co-opted members to be approved by National Council.

Proceedings of the National Council

- 105 The National Council shall have power to regulate the convening of and the procedure at its Meetings, provided that:
 - (a) There shall be not less than two Meetings of the National Council in any one year, one of which shall be held in conjunction with the National AGM.
 - (b) The Chairman of the National Council shall at any time call a Meeting of the National Council at the request of 30% of the National Council.
 - (c) Fourteen days' notice of all Meetings of the National Council and of meetings of its Committees must be given to all Members, together with the Agenda and relevant papers for discussion. The Director General shall be responsible for sending out notices of Meetings.
- 106 The Chairman of the National Council shall be the Chairman at all Meetings of the National Council, failing which the Vice-Chairman shall take the Chair, failing which the Meeting shall elect a Chairman from the Members present.
- 107 The quorum necessary for the transaction of business of the National Council shall be twelve.

108 A Member of the National Council may retire from his office upon giving notice in writing to the Director General of the Federation of his intentions so to do.

National Officers

109 The National Officers of the Federation shall be the National President, Past-National Presidents and the Vice-President or Vice-Presidents. Every such Officer must be an Ordinary Member or the Representative of an Ordinary Member of the Federation.

110 The National Officers, with the exception of Past-National Presidents, shall be elected at the National Annual General Meeting of the Federation and shall hold office until the National Annual General Meeting next after their election when they shall retire, but shall be eligible for re-election. If a Past-National President ceases to be an Ordinary Member, or Representative of an Ordinary Member, he shall cease to be a National Officer, nor shall he automatically resume the position of National Officer if he again becomes an Ordinary Member or the Representative of an Ordinary Member.

111 Nomination of candidates for the position of National Officers shall be made by the National Council.

112 Any casual vacancy arising for a National Officer shall be filled by the National Council.

FULL-TIME OFFICIALS

113 The National Council shall have power to appoint full-time Officials to administer the affairs of the Federation and may delegate such powers as it thinks fit.

114 The Managing Board by resolution may appoint any person to be the holder of any of the following Official positions in relation to the Federation, namely:-

(a) Director General

115 The Managing Board may at any time, by resolution, remove from any such office any person so appointed. Any such appointment may be on such terms as the National Council think fit provided always:-

(a) The National Council of the Federation shall have the right to enter into any contracts on behalf of the Federation or transact any business of any description without the approval of any person so appointed except that no act shall be done that would impose any personal liability on any such person except with his knowledge and consent.

(b) A person so appointed shall attend National, Regional or Branch Meetings where necessary, expressly for the purpose of carrying out his executive duties as directed by the National Council.

(c) No such person appointed to executive office shall have a vote at Federation Meetings nor shall he be taken into account in calculating a quorum at any Meeting he may attend.

- (d) Any person appointed to executive office shall be entitled at any time to resign his office unless he shall have agreed, by contract, to serve in such office for a fixed term.
- 116 Any person appointed by the National Council as Director General of the Federation shall be responsible to the National Council for administering the policy, affairs and organisation of the Federation in accordance with the National Council's decisions.

MEETINGS

National General Meetings

- 117 The Federation shall hold a National Annual General Meeting in every year at such time (but not later than the 31st October) and place as may be determined by the National Council and shall specify the Meeting as such in the notices calling it.
- 118 The Business of the National Annual General Meeting shall be:-
- (a) to receive a report on the previous year's activities from the National Council and to consider the matters therein.
 - (b) to consider and approve the Accounts and Balance Sheet
 - (c) to elect the National Officers of the Federation as prescribed in Rule 109.
 - (d) to appoint or remove Auditors
 - (e) to deal with alterations to the Rules of the Federation. The right to submit alteration proposals to the Rules rests with:-
 - (i) The National Council
 - (ii) Regional Councils
 - (iii) Branches of the Federation.

Any proposal from (ii) and (iii) shall first receive consideration by National Council. Submission of such proposals for consideration by National Council must be made in sufficient time to allow every Member to be notified in accordance with Rule 120. Alterations to Rules shall be effective if carried by a majority of not less than three quarters of those present at the meeting and entitled to vote.
 - (f) to transact any other business of which notice has been give in accordance with Rule 131.
 - (g) to consider motions on general policy matters submitted from Regions and Branches in accordance with Rules 126 and 127.
- 119 All General Meetings other than National Annual General Meetings shall be called Extraordinary National General Meetings.

- 120 The Director General of the Federation shall give every Member twenty-one days' notice in writing of the date and place of and the general nature of the business to be transacted at every National Annual General Meeting and Extraordinary National General Meeting, and such notice may be given through the Federation's Journal.
- 121 The accidental omission to give notice of a Meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution or other proceedings at any Meetings.
- 122 The National Council may convene an Extraordinary National General Meeting at any time and shall do so at the request of at least three Regional Councils which request shall be in writing and shall specify the purpose for which the Extraordinary National General Meeting is requested.
- 123 The business of an Extraordinary National General Meeting may be:-
- (a) to dismiss any or all of the National Officers of the Federation and to elect replacements
 - (b) to deal with alterations to the Rules of the Federation
 - (c) to transact any other business of which notice has been given as in Rule 131.
- 124 The quorum necessary for the transaction of business of a General Meeting of the Federation shall be twenty. If, within half-an-hour from the time appointed for the holding of a General Meeting, a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such place as the National Council may determine, and, if at such adjourned Meeting a quorum is not present within half-an-hour from the time appointed for holding the Meeting, the Members present shall be a quorum.
- 125 The President shall be the Chairman of all National General Meetings, failing which the Members present shall elect one of the other National Officers as Chairman of the Meeting, failing which they shall elect a Chairman from the Members present.
- 126 The National Council shall give notice to all Regions and Branches of the date of the National Annual General Meeting and shall notify such Regions and Branches to submit alterations or general policy motions for consideration. Notice to Regions and Branches shall be given at least sixty days before the date of the National Annual General Meeting.
- 127 Regions and Branches shall not submit more than two policy motions per Region or Branch for consideration.

Such motions on general policy matters shall, if carried by a majority of those present at the meeting and entitled to vote, be referred to the National Council for implementation.

Proceedings at Meetings

128 All resolutions or decisions proposed at:-

- (a) all National General Meetings and
- (b) All Regional General Meetings

shall be decided by a majority of votes on a show of hands unless a ballot vote is demanded, before or upon the declaration of the result, by the Chairman or at least five Members present in person or their proxies. Unless a ballot be so demanded a declaration by the Chairman of the Meeting 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.

129 Voting:-

- (a) The demand for a ballot may be withdrawn.
- (b) The demand for a ballot shall not prevent continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
- (c) (i) Each Member who is present and entitled to vote shall have one vote.
(ii) Each person present as a proxy for a member shall be entitled to one vote for each member he represents.
- (d) In the case of an equality of votes the Chairman of the Meeting shall be entitled to a second or casting vote.

130 The Chairman of the Meeting may, with the consent of any 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 any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned Meeting.

131 All resolutions or decisions proposed at:-

- (a) all Branch Meetings or Branch Committees
- (b) all Meetings of Regional Councils or Committees
- (c) all Meetings of the National Council and its Committees

shall be decided by a majority of votes on a show of hands, and each Member thereof who is present shall have one vote. In the event of an equality of votes, the Chairman shall have a second or casting vote.

The procedure for proposing resolutions, including those for nomination or dismissal of Officers, at National, Regional and Branch Meetings shall be that each resolution must be moved and seconded before it is eligible to be placed before the Meeting. In the case of nomination of Officers if there shall be more than one nomination then the Chairman for the time being shall call for a decision by a show of hands or by ballot should this be requested. Such nominations should be taken from the floor of the meeting with the nominees present, or nominations for Members not present should be accompanied by a written acceptance from the person being nominated. Where voting takes place the meeting may elect tellers whose duty be to count the votes and declare a result.

132 All acts *bona fide* done by any Meetings of or by any person acting as a Member of:-

- (a) The National Council or any Committee of the National Council
- (b) any Regional Council, any Committee of a Regional Council or Branch or Branch Committee

shall notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person as aforesaid be as valid as if every such person had been duly appointed or had duly continued in office.

Minutes

133 Proper Minutes shall be made of all the proceedings of any business transacted at:-

- (a) all Managing Board, National Council, Regional Council and Branch Meetings and
- (b) all Meetings of National, Regional or Branch Committees

and such Minutes, if agreed by the following meeting and signed by the Chairman of the Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

FINANCE

Funds and Investments

134 The National Council shall cause a Bank Account to be maintained in the name of the Federation. All cheques drawn on such Bank Account shall be signed by such persons as the Managing Board may from time to time prescribe.

- (a) The Funds and Property of the Federation, howsoever derived shall be supplied solely to furthering the Federation's Objectives as set out in Rule 5.
- (b) Any funds belonging to the Federation may be invested in such investments and generally in such manner and for such purposes as the Managing Board shall in its absolute discretion from time to time determine, and the Managing Board shall have the like discretion to determine, to vary, transpose or realise all or any of the investments for the time being belonging to the Federation.

135 The travelling and other out-of-pocket expenses incurred in the performance of his duties in connection with the affairs of the Federation by any Member may at the discretion of the National Council be repaid to him out of the funds of the Federation.

Account and Audit

136 The National Council shall cause to be kept proper books of account and accounting records at Head Office with respect to the Federation's transactions, its income and expenditure and its assets and liabilities.

137 The Regional Hon. Treasurers shall have responsibility for seeing that there is adequate control and supervision of the Federation's Regional Accounting Records. The Branch Hon. Treasurers shall have responsibility for adequate control and supervision of the Branch Accounts Administration, as laid down by the National Council from time to time.

138 Auditors shall be appointed and once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors.

139 At the National Annual General Meeting in every year the National Council shall lay before the Federation a proper income and expenditure account for the period since the last preceding account made up to the 31st December of the previous year, together with a proper balance sheet made up as at the same date and together with such other accounts (if any) as may be required by law. Every such balance sheet shall be accompanied by proper reports of the Auditors and the National Council.

140 Copies of such accounts, balance sheets and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the Meeting either:

- (a) be sent to the Auditors and all other persons entitled to receive notices of General Meetings or
- (b) be published in the Federation's Journal which is available to all Members.

141 The books of accounts and accounting records of the Federation shall be open to inspection by all voting Members of the Federation, but subject to:-

- (a) The Member showing to the satisfaction of the National Council that they have reasonable cause to inspect such records.
- (b) Such records may only be inspected at a date, time and place to be agreed as mutually convenient between the inspecting Member and the Director General.

Income

142 The Federation's income may be raised by means of Annual Subscriptions, Admission Fees, Levies or by borrowing money, as the Managing Board may decide from time to time.

STATUTORY OBLIGATIONS AND MISCELLANEOUS

Annual Report

143 The Federation shall every year publish a report relating to its activities either:

- (a) by supplying a copy of it free of charge to all Members, or
- (b) by including it in the Journal which is available to all Members.

Alteration to the Rules

144 The Federation may amend, add to or rescind any of these Rules in accordance with provision of Rule 118(e).

Copies of Rules

145 Upon enrolment, every Member shall be supplied with a copy of the Rules of the Federation.

146 The Federation shall at the request of any person supply him with a copy of these Rules for such sum as the Managing Board may from time to time determine.

Breach of the Rules

147 Where a Member wishes to complain that action contrary to these Rules has been taken by the Federation or by an Officer or Officials of the Federation, he may:

- (a) Where the complaint concerns an action by Branch Officers or Officials such complaint shall be made in writing to the appropriate Regional Director specifying the nature of the complaint and the Rule or Rules alleged to have been contravened.
- (b) The Regional Director shall then call a meeting of his Regional Officers to consider the complaint and shall, within a period of two months from receipt of the complaint, notify the complainant in writing of their findings and of any action they may consequently be taking.
- (c) Where the complainant is dissatisfied with the decision of the Regional Officers he may, within fourteen days of receipt of the communication from the Regional Director, appeal to the National President's Committee.
- (d) Where any complaint by a Member concerns an action by Regional Officers or Officials he may write to the Director General requesting that the complaint should be heard by the National President's Committee and shall specify the nature of the complaint and the Rule or Rules alleged to have been contravened.
- (e) The National President's Committee shall consider all such complaints (and any appeals against decisions by the Regional Officers) and shall within a period of two

months from receipt of any complaints or appeals notify the complaining Member in writing of the findings and of the action, if any, they may consequently be taking.

- (f) Where the complainant is dissatisfied with the decision of the National President's Committee he may, within fourteen days of receipt of the communication from the Director General, write to the Director General requesting that his appeal against the National President's Committee shall be laid before the next meeting of the National Council whose decision on the matter shall be final.

Notices

- 148 Every notice required by these Rules to be served on any Member may be served either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address as appearing in the Register of Members or at the address supplied to the Federation for the giving of notices to him or, where appropriate, by means of the Federation's Journal.
- 149 Any such notice, if served by post, shall be deemed to have been served six days after the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped and put into any post office post box subject to the control of the Post Office.

The Seal

- 150 The Seal of the Federation shall not be affixed to any document or instrument except by the express authority of the National Council and in the presence of at least two Members of the National Council and of the Director General or such other person as the National Council may designate for the purpose, and all such signatories shall sign at the same time and in the presence of each other, and in favour of any purchaser or person *bona fide* dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Indemnity

- 151 Except in cases where the provision of this regulation may be void, the Officers and Officials for the time being of the Federation, Members of the National Council and the Members of the National President's Committee, and their executors and administrators, shall be indemnified and secured harmless out of the assets of the Federation from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their respective offices, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them.

Dissolution

- 152 If a resolution signifying the desire of the Members to dissolve the Federation shall be passed by a majority of not less than three fourths of the votes cast at a National Annual General Meeting or Extraordinary National General Meeting, duly convened under these Rules, of which notice specifying the intention to propose the resolution has been duly given, and if such identical resolution shall be confirmed by a simple majority of those

Members who shall be present in person at a subsequent Extraordinary National General Meeting duly convened, and of which notice has been given, and which shall be held not less than fourteen days or more than one calendar month from the date of the first General Meeting, then the Federation shall be dissolved.

- 153 Upon such dissolution the net assets remaining after the satisfaction of all debts, liabilities and undertakings shall be given or transferred to some other institution or institutions having objects similar to the Federation and engaged in activities within the construction industry. The decision on the disposal of the net assets shall be taken by the Members of the Federation at the second Extraordinary National General Meeting mentioned in Rule 152.
- 154 Under no circumstances shall the net assets be distributed among the Members, and the same prohibition shall be enforced in regard to any institute to which any distribution of the Federation's assets is considered.
- 155 The Federation's Rules become the Articles of Association of the Federation of Master Builders Ltd. with effect from September 11th, 1998.