

COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

FERFA LIMITED

(as incorporated on 13 MAY 1969 and amended by Special Resolution dated 27/11/20)

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ARTICLES OF ASSOCIATION

Of

FERFA LIMITED

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the Articles, unless the context requires otherwise:

“Act”	means the Companies Act 2006
“AGM”	means the annual general meeting of the Company
“Articles”	means the Company’s Articles of Association
“Board”	means the board of directors of the Company
“chair”	has the meaning given in Article 16
“chair of the meeting”	has the meaning given in Article 16
“clear day”	means 24 hours from midnight following the relevant event
“committee”	has the meaning given in Article 10
“Company”	means the company governed by these Articles
“director”	means a director of the Company and “Directors” means all of the directors
“document”	includes, unless otherwise specified, any document sent or supplied in electronic or paper format
“EGM”	means an extraordinary general meeting of the Company
“electronic form”	has the meaning given in section 1168 of the Act
“material benefit”	means a benefit which may not be financial but has a monetary value
“member”	has the meaning given in section 112 of the Act
“Objects”	means the objects of the Company as defined in Article 5
“Office”	means the registered office of the Company

“ordinary resolution”	has the meaning given in section 282 of the Act
“participate”	in relation to a directors meeting, has the meaning given in Article 13
“person”	includes a natural person, corporate or unincorporated body (whether or not having separate legal personality)
“proxy notice”	has the meaning given in Article 41
“special resolution”	has the meaning given in section 283 of the Act
“Secretary”	means the Secretary of the Company
“subsidiary”	has the meaning given in section 1159 of the Act
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic format or otherwise

1.2 Expressions defined in the Act has the same meaning.

1.3 For the avoidance of doubt, the system of law governing these Articles is the law of England and Wales.

1.4 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

1.5 None of the model Articles in the Companies (Model Articles) Regulations 2008 apply to the Company.

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its:

payment of the Company’s debts and liabilities contracted before they cease to be a member;

payment of the costs, charges and expenses of winding up; and

adjustment of the rights of the contributories among themselves.

3. Name

The name of the Company is FeRFA Limited.

4. Registered office

The registered office of the Company is to be in England and Wales.

OBJECTS

5. Objects

5.1 The Company's objects are

- 5.1.1 to further the trade interests of members by representing the leading manufacturers, contractors and associated companies involved in industrial and commercial resin flooring, screeding and surface preparation;
- 5.1.2 the promotion of professional standards and the responsible manufacture, specification, installation and use of resin flooring products;
- 5.1.3 to support and encourage operator training through nationally recognised accredited training and qualifications, professional development training and manufacturer training programmes;
- 5.1.4 to encourage the development of technically advanced products and processes in resin flooring, screeding and surface preparation;
- 5.1.5 to develop technical knowledge and establish standards and codes of practice for the manufacture and installation of resin flooring products;
- 5.1.6 to promote the wider use of resin flooring products; and
- 5.1.7 to promote sustainable development in accordance with legislative, regulatory and societal expectations.

6. Powers

- 6.1 Subject to the provisions of the Act, the Memorandum of Association, the Articles of Association, and any directions given by special resolution, the business of the Company shall be managed by the Directors, who may exercise all of the powers of the Company.
- 6.2 No alteration of the Memorandum of Association, the Articles of Associations and no such direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction not been given.
- 6.3 The powers given by this Article 6 shall not be limited by any special power given to the Directors through the Articles of Association.
- 6.4 A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors:
- 6.4.1 to establish and administer a system of diplomas and vocational qualifications in resin flooring, screeding and surface preparation, to maintain the recognition of the professional status of such disciplines, and to work with relevant bodies to ensure that any qualifications conferred through the Company are recognised or registered (as appropriate);

- 6.4.2 to provide members with advice and guidance on technical matters, environmental management and sustainability, health and safety, and other relevant subjects;
- 6.4.3 to establish, form and maintain for member access, a repository of resources in connection with the objects of the Company;
- 6.4.4 to co-operate with colleges, educational institutions, other trade associations, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar purposes and to exchange information and advice with them;
- 6.4.5 in the United Kingdom and elsewhere, to establish, support and dissolve non-autonomous branches and/or formal networks of the Company (and to determine the constitution, rights and obligations of such branches) and to confer the status of a branch of the Company (on such terms as may be considered appropriate) upon independent organisations having objects which include the support of the Company;
- 6.4.6 to provide or procure the provision of advice, counselling and guidance in furtherance of the objects of the Company or any of them;
- 6.4.7 to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company;
- 6.4.8 to accept (or decline) the whole or any part of any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions: Provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 6.4.9 to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient: Provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by the Articles or by law to do so;
- 6.4.10 to amalgamate with, acquire the assets of or in any other way to merge with any organisation which has objects altogether or mainly similar to those of the Company;
- 6.4.11 to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Company or calculated to further its objects;

- 6.4.12 to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- 6.4.13 to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 6.4.14 to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- 6.4.15 to make planning applications, applications for consent under Bye Laws or building regulations and other like applications;
- 6.4.16 subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- 6.4.17 subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit;
- 6.4.18 to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees;
- 6.4.19 to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:
- 6.4.19.1.1 the Managers shall be authorised to carry on regulated activities under the Financial Services and Markets Act 2000 and the Financial Services and Markets Act 2012;
 - 6.4.19.1.2 the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
 - 6.4.19.1.3 the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 28 days and to report regularly on the performance of investments managed by them;

- 6.4.19.1.4 the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
- 6.4.19.1.5 the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation;
- 6.4.19.1.6 the Company shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- 6.4.20 to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
- 6.4.21 to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Director (as defined in these Articles) which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Director) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as directors of the Company;
- 6.4.22 to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
- 6.4.23 to establish charitable trusts for any particular purposes of the Company, to act as trustees of any such special charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to its objects;
- 6.4.24 either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Company;
- 6.4.25 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 6.4.26 to carry out trade insofar as (a) the trade is exercised in the course of carrying out the primary objects of the Company, (b) the trade is temporary and ancillary to the carrying out of the objects of the Company, or (c) the profits of any trade not falling within either (a) or (b) above are not liable to tax;

6.4.27 to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

7. No distribution to members

7.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in Article 5 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company. Other than the role of Chief Executive Officer (which may be remunerated in accordance with Article 26), no director of the Company shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

7.2 Nothing in this Article 7 prevents any payment in good faith by the Company:

7.2.1 of reasonable and proper remuneration to any member, officer or employee of the Company (not being a director other than the Chief Executive) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Company;

7.2.2 of reasonable and proper remuneration to any director of the Company for any services rendered to the Company other than in performance of their duties as a director and of travelling expenses incurred in providing such services;

7.2.3 of interest on money lent by a member or director of the Company at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers or 3% whichever is the greater;

7.2.4 to any director of reasonable out-of-pocket expenses incurred in carrying out their duties as director;

7.2.5 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Company or a director may be a member holding not more than 1% of the issued share capital of such company;

7.2.6 of reasonable and proper rent for premises demised or let by any member of the Company or any director; or

7.2.7 of any premium in respect of any such insurance as is permitted by Article 50.

7.3 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to:

7.3.1 some other company, association or body having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 7 hereof, or

- 7.3.2 if so far as effect cannot be given to such provision, then to a charitable body in each case, such body or bodies to be determined by the members of the Company at or before the time of dissolution.

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company, as specified in Article 6.

9. Directors may delegate

9.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

9.1.1 to such person or committee;

9.1.2 by such means (including by power or attorney)

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions,

as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

9.3 The directors may revoke any delegation in whole or part or alter its terms and conditions.

10. Committees

10.1 The Board of Directors shall have the authority to constitute committees in order to promote the development of the Company and contribute to the delivery of the Company's activities.

10.2 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

10.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

10.4 Each committee shall operate in accordance with any and all terms of reference which shall be agreed by the board. The terms of reference shall set out:

10.4.1 the purpose and scope of the committee;

10.4.2 the process for appointment of members of the committee;

10.4.3 the authority of the committee to transact business;

10.4.4 requirements in relation to holding meetings;

10.4.5 requirements for reporting to directors; and

10.4.6 arrangements for periodic review of the effectiveness of the committee.

10.5 The board shall also have the authority to constitute any other group which is required to carry out key activities which are essential to meeting the Company's strategic objectives including, without limitation, working groups, advocacy groups, special interest groups and member forums. Any such group shall be constituted for a specific, time-limited purpose, and the board shall determine the applicable terms of reference (including the terms for determining membership of such groups) for each group at the time of constituting such group.

DECISION-MAKING BY DIRECTORS

11. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 12.

12. Unanimous decisions

12.1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement as recorded in the minutes of a meeting or via electronic format.

12.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

12.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

13. Calling a directors' meeting

13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

13.2 Notice of any directors' meeting must indicate:

13.2.1 its proposed date and time;

13.2.2 where it is to take place; and

13.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.3 Notice of a directors' meeting must be given to each director but need not be in writing.

14. Participation in directors' meetings

14.1 Subject to the Act and as provided for in these Articles, the Directors may regulate its affairs as it sees fit including the calling and conduct of meetings (which may be physical or by telephone conference call or online or otherwise). Directors participate in a directors' meeting, or part of a directors' meeting, when:

14.1.1 the meeting has been called and takes place in accordance with the Articles; and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for directors' meetings

15.1 At a directors' meeting, unless a quorum is participating (including those taking part online), no proposal is to be voted on, except a proposal to call another meeting.

15.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than 50% of the current number of directors or five directors, whichever is greater.

15.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

15.3.1 to appoint further directors; or

15.3.2 to call a general meeting so as to enable the members to appoint further directors.

16. Chairing of directors' meetings

16.1 The meeting chair shall be the chair of the board and shall preside at every meeting of directors at which they are present.

16.2 If the chair does not arrive for a directors' meeting within 10 minutes of the time at which it was to start, the vice chair of the board shall be the meeting chair, or failing that, the participating directors must appoint one of their number to chair.

17. Casting vote

17.1 If the numbers of votes for and against a proposal are equal, the meeting chair or other director chairing the meeting has a casting vote.

17.2 But this does not apply if, in accordance with the Articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. Conflict of interests

18.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18.2 If Article 18.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

18.3 This Article 18.3 applies when:

18.3.1 the Company by ordinary resolution suspends the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;

18.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

18.3.3 the director's conflict of interest arises from a permitted cause.

18.4 For the purposes of this Article 18, the following are permitted causes:

18.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;

18.4.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

18.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.

18.5 For the purposes of this Article 18, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

18.6 Subject to Article 18.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

18.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19. Records of decisions to be kept

The directors must ensure that the Company keeps a record, in writing, for at least six years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

20. Directors' discretion to make further rules

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors, staff and volunteers.

APPOINTMENT OF DIRECTORS

21. Number of Directors

21.1 Unless otherwise determined by ordinary resolution, the number of directors shall be not less than three and not more than 16.

21.2 The following shall be designated as "office bearers" of the board and shall be appointed by the directors in accordance with Articles 22 and 23:

21.2.1 Chair; and

21.2.2 Vice Chair.

21.3 In addition to the office bearers, up to a further 14 directors shall be appointed by the members in accordance with Articles 22 and 23.

21.4 If a post should fall vacant for an office bearer between general meetings, the directors may appoint any one of the other directors or any member to hold the relevant office until the next general meeting, at which time the position shall be filled, following an appointment in accordance with Articles 22 and 23.

21.5 If a post should fall vacant for any director (other than an office bearer) between general meetings, the directors may co-opt a representative of a member company of FeRFA to hold the relevant office until the next general meeting, at which time the position shall be filled, following an appointment in accordance with Articles 22 and 23.

21.6 The roles of the office bearers and the other directors shall be determined by the board as and when it considers appropriate.

22. Nomination of directors

22.1 All directors must be representatives of a member company of FeRFA.

22.2 Any individual can put him or herself forward for appointment as a director by written notice to the board following an open call to the members for expressions of interest provided they have the support of at least two other full members in the manner prescribed by the board

22.3 No person will be proposed for appointment as a director unless they meet the requirements laid down in the qualifications for board membership:

22.3.1 No person may be appointed as a director unless they have reached the age of 18 years; and

22.3.2 Only one representative from a member company, irrespective of grade, can be appointed to the board, and each director must be a representative of a member of FeRFA.

22.4 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the general meeting of those persons who have been successfully nominated for election or re-election as a director to be approved by the members at such general meeting. The notice shall give such particulars of those persons as the directors see fit.

23. Methods of appointing directors

23.1 Any appointment of a director shall be approved by the members at a general meeting following nomination in accordance with Article 22.

23.2 No person shall be appointed or reappointed as a director at a general meeting unless:

23.2.1 they have been nominated in accordance with Article 22; and

23.2.2 they are willing and able to act as a director.

23.3 All directors shall be appointed for a period of two years following the date of the general meeting at which their appointments are approved, unless an alternative effective date is stated in the resolution appointing such director.

23.4 Where a director is appointed to the role of chair or vice-chair, such appointment shall be for a period of two years.

23.5 The role of chair and vice-chair will alternate between manufacturer and contractor members, ensuring parity of interests and representation.

23.6 Irrespective of the Appointment Periods specified in Articles 21 and 23, directors shall not be subject to retirement by rotation. Directors may hold office for a term of two years and may be appointed for a maximum of three terms, any extension of which may be approved by the members at any general meeting.

24. Termination of director's appointment

A person ceases to be a director as soon as:

24.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

24.2 a bankruptcy order is made against that person;

24.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

24.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

24.5 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

24.6 they shall for 12 or more consecutive months have been absent without permission of the directors from board meetings held during that period and the other directors resolve that their office be vacated; or

24.7 the other directors (acting unanimously for this purpose) determine that such director shall be removed from office.

25. Directors' remuneration

Directors shall not be entitled to remuneration for their services to the Company as directors.

BECOMING AND CEASING TO BE A MEMBER

26. Membership

26.1 The number of members of the company is unlimited.

26.2 The Company must maintain a register of members.

26.3 Such persons or organisations as are admitted to membership in accordance with these Articles shall be members of the Company.

27. Qualifications for membership

27.1 The Board will establish different classes of membership and prescribe (and from time to time alter) their respective membership requirements, rights and obligations. These classes of membership will be published in the FeRFA bye laws and regularly reviewed to ensure relevance to the industry and responsive to membership need.

27.2 The Board may from time to time and at its discretion also introduce or remove voting and non-voting classes of membership.

28. Applications for membership

28.1 Any person who wishes to become a member must complete an application for membership in a form approved by the directors.

28.2 No member shall be admitted as a member of the Company unless they are approved by the directors (who may delegate this power as they think appropriate) and have paid the appropriate subscription fees.

28.3 Directors shall be cognisant of and compliant with the provisions of the Equality Act 2010 but outwith those provisions, shall not be obliged to give any reasons for refusing a membership application; and all decisions relating to membership shall be final.

29. Termination of membership

29.1 A member may withdraw from membership of FeRFA by giving 90 days' notice to the Association in writing.

29.2 A company's membership terminates automatically when that company:

29.2.1 ceases to exist; or

29.2.2 is three months in arrears in paying any subscription but in any such case the member may be reinstated on payment of the amount due.

29.3 The directors may terminate membership by notice in writing to that member for any of the following reasons:

29.3.1 the member no longer meets the membership criteria;

29.3.2 the member consistently fails to comply with FeRFA's Codes of Practice and/or the rules of the association (as amended from time to time by the Board of Directors);

29.3.3 the member fails to comply with any provisions of these Articles or the Company's Bye Laws;

- 29.3.4 the Member, being a company, trade association or other organisation, is wound up (except for purposes of reconstruction or amalgamation);
 - 29.3.5 the Member, being an individual, has an order made for their bankruptcy or makes an assignment in favour of their creditors;
 - 29.3.6 the Member convenes a meeting of their creditors or takes any other steps with a view to making an arrangement or composition in satisfaction of their debts generally;
 - 29.3.7 the Member becomes unable to pay their debts as they fall due within the meaning of section 268 of the Insolvency Act 1986;
 - 29.3.8 any encumbrancer takes possession of, or a receiver is appointed over or in relation to, all or any material part of the Member's assets;
 - 29.3.9 any event happens in relation to a Member which is analogous to any of the above in any jurisdiction in which they are resident, carry on business or have assets;
 - 29.3.10 the Member commits fraud or is guilty of any conduct likely to have a serious adverse effect on the Association;
 - 29.3.11 the Member materially changes their business activities;
 - 29.3.12 the Member resigns in accordance with the provisions of these Articles;
 - 29.3.13 the Member is expelled from the Association in accordance with the provisions of these Articles; or
 - 29.3.14 the board resolve that the Membership of the Member shall cease by reason of the Member no longer being eligible for Membership.
- 29.4 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or membership fee.
- 29.5 Membership of the Company is not transferable.

ORGANISATION OF GENERAL MEETINGS

30. General meetings

- 30.1 The directors must arrange at least one general meeting (an "AGM") in each calendar year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
- 30.2 An AGM shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by the members.
- 30.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be distributed to all members and directors.

30.4 The gap between the date of one AGM and the next must not be more than 15 months.

30.5 The AGM in each year shall be held at such time and place as the directors shall appoint.

31. Attendance and speaking at general meetings

31.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

31.2 A person is able to exercise the right to vote at a general meeting when:

31.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

31.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

31.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

32. Quorum for general meetings

32.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum.

32.2 The quorum for a general meeting shall be 1% of the total number of members who are entitled to vote upon the business to be transacted at the time of the meeting (each member being a member or a proxy for a member).

32.3 If such a quorum is not present within 30 minutes from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand to be adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine.

33. Chairing general meetings

33.1 The chair of the board of directors shall chair general meetings if present and willing to do so.

33.2 If the chair of the board is unwilling to chair the meeting or is not present within 10 minutes of the time at which a meeting was due to start:

33.2.1 the vice chair; or

33.2.2 the directors present; or

33.2.3 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

33.3 The person chairing a meeting in accordance with this Article 16 is referred to as "chair of the meeting".

34. Attendance and speaking by non-members

The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

35. Adjournment

35.1 If the persons attending a general meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

35.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

35.2.1 the meeting consents to an adjournment; or

35.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

35.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

35.4 When adjourning a general meeting, the chair of the meeting must:

35.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

35.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

35.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

35.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

35.5.2 containing the same information which such notice is required to contain.

35.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

36. Voting: general

36.1 A resolution put to the vote of a general meeting must be decided on a poll of all members present or who have submitted their proxy, in accordance with the Articles.

36.2 A resolution is agreed by:

36.2.1 Members representing a simple majority; or

36.2.2 (in the case of a special resolution) Members representing not less than 75% of the total voting rights of eligible members.

37. Errors and disputes

37.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

37.2 Any such objection must be referred to the chair of the meeting whose decision is final.

38. Poll votes

38.1 A poll on a resolution may be demanded:

38.1.1 in advance of the general meeting where it is to be put to the vote; or

38.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

38.2 A poll may be demanded by:

38.2.1 the chair of the meeting;

38.2.2 the directors;

38.2.3 two or more persons having the right to vote on the resolution; or

38.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

38.3 A demand for a poll may be withdrawn if:

38.3.1 the poll has not yet been taken; and

38.3.2 the chair of the meeting consents to the withdrawal.

39. Content of proxy notices

39.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

39.1.1 states the name and address of the member appointing the proxy;

39.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

39.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

39.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

39.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

39.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

39.4 Unless a proxy notice indicates otherwise, it must be treated as:

39.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

39.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

40. Delivery of proxy notices

40.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

40.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

40.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

40.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

41. Amendments to resolutions

41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

41.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

41.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

41.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

41.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

42. Means of communication to be used

42.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

42.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

42.3 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

43. Website communication

43.1 The Company may send any notice, document or other information to members by making them available on the Company's website provided that:

43.1.1 each member has been asked individually by the Company to agree to communication via the Company's website (either generally or in relation to a specific notice, document or information);

43.1.2 the Company's request states clearly that if the member fails to respond to the request within 28 days of the date on which the request is sent, the member will be deemed to have given such consent; and

43.2 The Company must notify each member who has agreed to receive communications through the Company's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.

43.3 Any notice, document or information posted on the Company's website must be in a form that the member can read and/or take a copy. The notice, document or information must be available on the Company's website for either 28 days from the date the notification was sent to the member or for such other period as may from time to time be specified in the Act.

44. Company seals

The Company may have a seal.

45. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

46. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

47. Company Secretary

47.1 A Company Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as they determine and may be removed by them. In support of the Board, the Company Secretary shall carry out the efficient governance protocol of the Company and shall report to and take instruction from the Board.

47.2 If there is no Company Secretary:

47.2.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Company Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Company Secretary shall be treated as addressed to the Company; and

47.2.2 anything else required or authorised to be done by or to the Company Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically on that behalf by the Board.

DIRECTORS' INDEMNITY AND INSURANCE

48. Indemnity

48.1 Subject to Article 48.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

48.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

48.1.2 any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

48.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

48.2 This Article 48 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

48.3 In this Article 48:

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

48.3.2 a "relevant director" means any director or former director of the Company or an associated company.

49. Insurance

- 49.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- 49.2 In this Article 49:
- 49.2.1 a “relevant director” means any director or former director of the Company or an associated company;
- 49.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company; and
- 49.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

50. Accounts

- 50.1 The Directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Company at any time.
- 50.2 The books of account shall be kept at the registered office of the Company, or, subject to section 388 of the Act, at such other place or places as the Directors shall think fit and shall always be open to the inspection of any Director.
- 50.3 The Company must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every member and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Company does not have a current address as defined in section 423 of the Act.
- 50.4 In accordance with Article 43, publication of the annual accounts and report via the Company’s website is deemed to be appropriate dissemination of information to the Company’s members.
- 50.5 The Company must, pursuant to section 424 of the Act, comply with the obligations set out at Article 42.3 not later than:
- 50.5.1.1 the end of the period for filing accounts and reports to the Registrar of Companies, or
- 50.5.1.2 if earlier, the date on which the Company actually delivers its accounts to the Registrar of Companies.

51. Audit

51.1 The accounts of the Company shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the statutes.

51.2 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the members in general meeting.

51.3 The auditor's or reporting accountant's (if any) remuneration shall be determined by the members in general meeting.

52. Rules and bye laws

The Directors may from time to time make (and vary) such rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The Directors shall bring to the notice of such members all such rules or Bye Laws, which shall be binding on all members provided that no rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

[END]