

Articles of Association of The Federation of Master Builders Limited (‘FMB’)

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Part 1 Interpretation and Limitation of Liability

DEFINED TERMS

The regulations contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (512008/3229) (the “Regulations”) shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

In the Articles, unless the context requires otherwise:

“**Articles**” means FMB’s Articles of Association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**Board**” means the board of legal Directors;

“**Chair**” has the meaning given in Articles 37 and 38;

“**Chair of the meeting**” has the meaning given in Article 82;

“**Code of Conduct**” means the Code of Conduct of FMB, as amended from time-to-time;

“**Companies Act**” means the Companies Act 2006;

“**the Construction Industry**” means 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;

“**Director**” means a legal director of FMB, and includes any person occupying the position of Director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form or by post;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Majority vote**” means a majority of those Members who cast their vote excluding the Chair.

“**Master Builder**” means any party actively engaged in work within the Construction Industry or its allied trades;

“**Member**” has the meaning given in section 112 of the Companies Act 2006, being that the subscribers of a company’s memorandum are deemed to have agreed to become members of the company, and on its registration become members and must be entered as such in its register of members. Every other person who agrees to become a member of a company, and whose name is entered in its register of members, is a member of the company;

“**Objects**” means the objects set out in Article 2;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**Original Member**” has the meaning given in Article 78;

“**participate**” in relation to a Directors’ meeting, has the meaning give in Articles 29 – 33;

“**proxy notice**” has the meaning given in Article 95;

“**quorum**” means the minimum number of voting members who must be present (physically or by proxy) at a meeting to make the proceedings of that meeting valid;

“**Rules**” means the rules of FMB as may be set at the AGM from time-to-time;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;

“**UK Areas**” means the areas of England (being South West, Southern Counties, Central, London, North West, Northern Counties, Yorkshire and Trent) Scotland, Wales and Northern Ireland or those areas of

FMB as determined by the Board from time-to-time;

“UK Area Board” means the board in each UK Area;

“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 form or otherwise. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on FMB.

“year” means a calendar year

Liability of Members

1. The liability of each Member is limited to 25 pence, being the amount that each Member undertakes to contribute to the assets of FMB in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for
 - (a) payment of FMB's debts and liabilities contracted before they cease to be a Member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

Objects

2. **The Objects of FMB shall be:**
 - (a) to organise, represent, and promote, protect and support and advance the interest and education 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;
 - (b) to regulate relations between employers and employees in the Construction Industry and allied operations; and
 - (c) to maintain a principle of consistency amongst all UK Area Boards to ensure full compliance with these Articles and the Rules by all Members.

Powers

3. In carrying out the above Objects the Company may exercise all powers under the Companies Acts including the following powers:
 - (a) 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;
 - (b) to render to the Members of FMB such assistance as may be deemed desirable in the interests of the Construction Industry and allied operations;
 - (c) 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;
 - (d) to promote and encourage the settlement of disputes between employers, and between employers and persons employed, by negotiation, mediation, or by other lawful means;
 - (e) 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;
 - (f) 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 use of

- contracts and other documents used in the Construction Industry and allied operations;
- (g) to encourage excellence in construction;
 - (h) 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;
 - (i) 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;
 - (j) to undertake and execute any trusts which may seem to FMB conducive of any of its objects;
 - (k) to borrow any monies required for the purpose of FMB upon such terms and on such security (if any) as may be determined;
 - (l) 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 FMB and to construct, alter, and maintain any buildings required for the purposes of FMB;
 - (m) to sell, improve, manage, develop, lease, dispose of, turn to account, or otherwise deal with all or any part of the property of FMB;
 - (n) to invest the monies of FMB not immediately required in or upon such securities or otherwise in such manner as may from time-to-time be determined;
 - (o) to promote and encourage educational and training projects within the Construction Industry, and, in particular, with regard to

apprentice and operative training;

- (p) 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;
- (q) 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;
- (r) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Part 2 - Directors

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4. Subject to the Articles and the Rules, the Board is responsible for the management of FMB's business, for which purpose they may exercise all the powers of FMB, in furtherance of the Objects.
 5. The Board shall consist of:
 - (a) the Presidential Team as defined in Article 13;
 - (b) the Directors elected by their UK Area under Article 6; and
 - (c) up to two co-opted persons ("CPs") co-opted under Article 12.
 6. Each UK Area Board is entitled to send one representative to the FMB Board, who will become a legal Director of the FMB. UK Area Board representatives will hold office for a fixed-term of two years, when they will be eligible for re-election by their UK Area Board, following the procedures set out in the FMB Rules.
 7. Any Person appointed as a Director must be one of the following: a Director of a Limited Company which is a current member of the FMB, a Partner in an LLP which is a current member, a sole trader who is registered as a current FMB member, or an employee of one of the above.
 8. Members elected to the Board, including CPs, shall receive an induction into their role as a legal Director of the FMB, which shall be arranged by the CEO, with relevant senior staff and the Presidential Team, as appropriate, and will include familiarisation with the FMB Code of Conduct.
 9. The Board shall have the following general powers, responsibilities and functions:
 - (a) the control and direction of the policy of FMB;
 - (b) to appoint and disband all committees ("Committees") which are necessary to carry out FMB's business;
 - (c) to raise income by means of annual subscriptions, application fees, levies, by borrowing monies or by any other means of non-subscription income as the Board may decide from time-to-time;
 - (d) to put forward nominations for the National President and National Vice-President to the Members. They will hold office for a fixed-term of two years and will be elected at the FMB's National AGM on a bi-annual basis;
 - (e) in addition to exercising all the powers, discretion and authorities expressly conferred on the Board by these Articles, to exercise all such powers, objects and discretion of FMB and to do all such acts and things as may be exercised or done by or on behalf of FMB in accordance with FMB's Objects;
 - (f) All members of the Board will act in accordance with the FMB Code of Conduct.
10. Where the Board establishes any Committee the Board will set down the terms of reference upon which any such Committee shall conduct its proceedings. All Committees shall report to the Board from time-to-time on their activities and minutes of the proceedings, where appropriate, shall be placed before meetings of the Board. The Board may, after considering reports or minutes from any Committee, take whatever decisions it considers necessary arising from such reports or minutes.
 11. Where any Committee has been appointed by the Board, the Committee shall, at its first meeting, elect a Chair and Vice-Chair of that Committee, where appropriate to hold office for the period of two years. Retiring Chairs and Vice-Chairs of Committees shall be eligible for re-election.
 12. The Board and the Committees shall have power to co-opt CPs to Committees and these CPs need not be members of the Board. Co-opted CPs must be approved by the Board.
 13. The Presidential Team of FMB shall be the National President, the immediate Past-National President and the Vice-President or Vice-Presidents.
 14. The Presidential Team, with the exception of the Past-National President, shall be elected at the FMB National AGM and shall hold office for two years. They shall retire at the next

National AGM and shall be eligible for re-election twice only. The immediate Past-National President shall hold office for two years following the National AGM after which he shall retire as National President. A President who retires from office may, at their request, forego becoming a member of the Presidential Team.

15. Nomination of candidates for the position of the Presidential Team shall be made by the Board.
16. The Board shall have power to appoint and terminate full-time officials who administer the affairs of FMB, and may delegate such powers as it thinks fit.
17. The Board may by resolution appoint any person to be the Chief Executive of FMB.

Members' reserve power

18. The Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.
19. No such special resolution invalidates anything which the Board has done before the passing of the resolution.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

20. 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 22.
21. Co-opted Directors shall not be entitled to a vote.

Unanimous decisions

22. 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:
 - (a) 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 in writing;
 - (b) 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;

- (c) 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.

Calling a Directors' meeting

23. Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Chief Executive to give such notice.
24. Notice of any Directors' meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
25. Notice of a Directors' meeting must be given to each Director, but need not be in writing.
26. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to FMB not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
27. There shall be no fewer than two meetings of the Board in any one year. The Board may determine whether its meetings shall be held in person or virtually using appropriate technology.
28. Seven days' notice of all meetings of the Board and of meetings of its Committees must be given, together with the agenda and relevant papers for discussion.

Participation in Directors' meetings

29. The Board may determine whether its meetings, including the National AGM or EGM shall be held in person, or virtually using appropriate technology
30. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles, and

- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 31. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 32. 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.
- 33. The Board have the power to recognise the contributions of Past Presidents, who may be requested by the Board at any time to advise them on any issue.
- Quorum for Directors' meetings**
- 34. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 35. The quorum necessary for the transaction of business of the Board shall be two-thirds of the Directors, rounded up. Any other person who may attend including co-opted CPs and the Chief Executive will not be able to vote at the meetings and will not count towards the quorum.
- 36. 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:
 - (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Members to appoint further Directors.

Chairing of Directors' meetings

- 37. The National President will be the Chair of the Board. If they are not able to attend, the National Vice-President shall take the Chair, failing which the meeting shall elect a Chair from the Members present.
- 38. The person so appointed for the time being is known as the Chair.

Casting vote

- 39. If the numbers of votes for and against a proposal are equal, the Chair or other Director chairing the meeting has a casting vote. The Chair does not otherwise vote, but does count towards the quorum.
- 40. All resolutions or decisions proposed at:

- (a) all Board meetings and
- (b) all UK Area Board meetings shall be decided by a majority of votes on a show of hands.
- 41. The Chair 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.
- 42. All acts done in good faith by any meeting of or by any person acting as a member of:
 - (a) the Board or any Committee of the Board;
 - (b) any UK Area Board or any Committee of a UK Area Board 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.
- 43. Proper minutes shall be made of all the proceedings of any business transacted at:
 - (a) all Board and UK Area Boards,
 - (b) all meetings of National or UK Area Committees,
 - (c) and such minutes, if agreed by the following meeting and signed by the Chair of the meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in it.

Conflicts of interest

- 44. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with FMB 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.
- 45. But if Article 44 applies, a Director who is interested in an actual or proposed

transaction or arrangement with FMB is to be counted as participating in the decision-making process for quorum and voting purposes.

46. This Article applies when:

- (a) FMB by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
- (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the Director's conflict of interest arises from a permitted cause.

47. For the purposes of this Article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of FMB or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of FMB or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of FMB or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

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

49. Subject to Article 50, 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.

50. 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.

Records of decisions to be kept

51. The Directors must ensure that FMB keeps a record, in writing, for at least seven years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Directors' discretion to make further rules

52. 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.

APPOINTMENT OF DIRECTORS

Methods of appointing Directors

53. Any person who is willing to act as a Director, is permitted by law to do so, and meets the criteria set out in Article 7, may be appointed to be a Director:

- (a) By a UK Area Board in accordance with Article 6; or
- (b) In accordance with Article 12:
 - i. by ordinary resolution, or
 - ii. by a decision of the Directors.

Termination of Director's appointment

54. A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to FMB stating that that person has become physically or mentally incapable of acting as

- a Director and may remain so for more than three months;
- (e) that person is guilty of any dishonorable, improper or other conduct which is prejudicial to the good standing of FMB;
- (f) So determined following the procedure set out in the FMB Code of Conduct.
- (g) that person is absent from more than two consecutive Board meetings, or more than three meetings in any twelve month period, unless the absence is due to illness, or any other reason approved by the FMB Board.
- (h) notification is received by the Chief Executive or Chair of FMB from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (i) the Director has not been re-elected by their Area Board at a quorate meeting, in accordance with Article 7. For the avoidance of doubt, the date of the meeting at which that election took place shall be regarded as the date of the end of their Directorship.

Directors' remuneration

- 55. Directors may undertake any services for FMB that the Directors decide.
- 56. Directors are entitled to such remuneration as the Directors determine subject to the right of objection by the National President at their absolute discretion:
 - (a) for their services to FMB as Directors, and
 - (b) for any other service which they undertake for FMB.
- 57. Subject to the Articles, a Director's remuneration may:
 - (a) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.

- 58. Unless the Directors decide otherwise, Directors' remuneration accrues from day-to-day.
- 59. Unless the Directors decide otherwise, Directors are not accountable to FMB for any remuneration which they receive as Directors or other officers or employees of FMB's subsidiaries or of any other body corporate in which FMB is interested.

Directors' expenses

- 60. FMB may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
 - (a) meetings of Directors or committees of Directors;
 - (b) general meetings;
 - (c) separate meetings of the holders of debentures of FMB or
 - (d) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to FMB.

Part 3 - Members

BECOMING AND CEASING TO BE A MEMBER

61. A person shall become or cease to be a Member in accordance with the Rules.

ORGANISATION OF GENERAL MEETINGS

National AGM and National EGMs

62. FMB shall hold a National AGM in every year at such time (but not later than the 30th September) and place as may be determined by the Board and shall specify the Meeting as such in the notices calling it. Voting at the AGM may be by advance postal vote, by electronic voting or by proxy as well as by a show of hands of those present at the meeting or any combination of these.
63. The Business of the National AGM shall be:
- (a) to receive a report on the previous year's activities from the Board;
 - (b) to consider and approve the Accounts and Balance Sheet;
 - (c) to elect the Presidential Team of FMB;
 - (d) to appoint or remove Auditors;
 - (e) to deal with alterations to the Rules and Articles;
 - (f) to transact any other business of which notice has been given in accordance with the Articles;
 - (g) to consider motions on general policy matters submitted from UK Area Boards.
64. The Board or UK Area Boards may submit amendments to the Rules. Any proposal from a UK Area Board shall first receive consideration by the Board. Alterations to Rules shall be effective if carried by a majority of not less than three-quarters of those present at the National AGM or EGM who are entitled to vote.
65. The Board may amend the rules and any adopted alterations shall be effective if carried by a majority vote of not less than three-quarters of those present at the National AGM or EGM of those who are entitled to vote.
66. All General Meetings other than National AGMs shall be called National EGMs.
67. The FMB shall give every Member fourteen days' notice in writing of the

date and place of and the general nature of the business to be transacted at every National AGM and National EGM, and such notice may be given through FMB's Magazine.

68. 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.
69. The quorum necessary for the transaction of business of a National AGM and National EGM of FMB shall be twenty Members. If, within half an hour from the time appointed for the holding of a National AGM and National EGM, 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 Board 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. For the avoidance of doubt, any Member appointing a proxy to vote at a general meeting in accordance with these Articles shall count towards quorum.
70. The President shall be the Chair of all National AGMs and National EGMs, failing which the Members present shall elect one of the other National Officers as Chair of the meeting, failing which they shall elect a Chair from the Members present.
- Attendance and speaking at general meetings**
71. 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. The right to be exercised is at the Chair's discretion at the appropriate juncture of the agenda of the meeting or during the any other business section of the agenda.
72. A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- (b) 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.
73. 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.
74. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
75. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
76. Where Membership is held by a partnership, firm, or company, more than one Representative (i.e. a director or paid employee of the Member company) may attend general meetings and UK Area general meetings providing that at any such meeting only one Representative of the Member partnership, firm, or company, may exercise voting and nominating rights and only one Representative may hold office in the FMB.
77. No Representative may vote for or nominate for office any other representative of the same partnership, firm or company.
78. No Representative having held office on a UK Area Board and/or the Board on behalf of a Member (the "Original Member") may be eligible for re-election as an officer of a UK Area Board and/or the Board as a representative on behalf of another Member, if that representative would be ineligible for re-election as a representative of the Original Member by virtue of Article 6.
- Quorum for general meetings**
79. No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- Chairing general meetings**
80. If the Directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so.
81. If the Directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- the Directors present, or
 - (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.
82. The person chairing a meeting in accordance with this Article is referred to as "the Chair of the meeting".
- Attendance and speaking by Directors and non-members**
83. Directors may attend and speak at general meetings.
84. The Chair of the meeting may permit other persons who are not in Membership to attend and speak at a general meeting.
- Adjournment**
85. If the persons attending a general meeting within half an hour 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. For the avoidance of doubt, any Member appointing a proxy to vote at a general meeting in accordance with these Articles shall count towards quorum.
86. The Chair of the meeting may adjourn a general meeting at which a quorum is present if:
- the meeting consents to an adjournment, or
 - 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.
87. The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
88. When adjourning a general meeting, the Chair of the meeting must:
- 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

- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 89. If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, FMB must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (a) to the same persons to whom notice of FMB's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- 90. 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

Voting: general

- 91. A resolution put to the vote of a general meeting must be decided on a show of hands, taking into account any advance postal votes, or electronic voting or by proxy delivered to the FMB as set out in these Articles or Rules.
- 92. Any resolution must be moved and seconded and submitted in accordance with the Rules before it is eligible to be placed before a meeting.

Errors and disputes

- 93. 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.
- 94. Any such objection must be referred to the Chair of the meeting whose decision is final.

Content of proxy notices

- 95. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (d) is delivered to FMB in accordance with the Articles or Rules and any instructions contained in the notice of the general meeting to which they relate.
- 96. FMB may require proxy notices or advance postal votes or electronic votes to be delivered in a particular form or format and by a particular date. Receipt of proxy notices in electronic form is acceptable.
- 97. However, FMB may specify different proxy forms for different purposes.
- 98. 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.
- 99. Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) 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
 - (b) 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.

Part 4 Administrative Arrangements

Delivery of proxy notices

100. A person who is entitled to attend, speak or vote 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 FMB by or on behalf of that person.
101. An appointment under a proxy notice may be revoked by delivering to FMB a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
102. 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.
103. 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.

UK Area Boards

104. The Board, subject to approval at the National AGM, shall have power at any time and from time-to-time:
- (a) to establish UK Areas;
 - (b) to define the respective geographical areas with reference to which such UK Area shall operate;
 - (c) to determine the terms of reference and procedures for the operation of UK Areas; and
 - (d) to dissolve any such UK Area in existence from time-to-time.
105. Each Member will be allocated to the UK Area within which their main contact address is situated. A Member may submit an application to the Board to be reallocated to a different area, explaining the reason for this request, which will be decided on a case by case basis.

Accounts and Auditors

106. The Board shall keep proper books of account and accounting records of FMB in accordance with the provisions of the Companies Act.
107. Auditors shall be appointed and once at least in every year the accounts of FMB shall be examined and the correctness of the income and

expenditure account and balance sheet ascertained by the Auditors.

108. At the National AGM in every year the Board shall lay before FMB 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 Board.
109. 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 fourteen days before the date of the meeting either:
- (a) be sent to the Auditors and all other persons entitled to receive notices of National EGMs or
 - (b) be published in the FMB's magazine and/or on the FMB's website which is available to all Members.

Means of communication to be used

110. Subject to the Articles, anything sent or supplied by or to FMB under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to FMB.
111. 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.
112. A Director may agree with FMB 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.
- Company seals**
113. Any common seal may only be used by the authority of the Directors.

114. The Directors may decide by what means and in what form any common seal is to be used.

115. Unless otherwise decided by the Directors, if FMB has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

116. For the purposes of this Article, an authorised person is:

- (a) any Director of FMB;
- (b) the Chief Executive; or
- (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

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

Provision for employees on cessation of business

118. The Directors may decide to make provision for the benefit of persons employed or formerly employed by FMB 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 FMB or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

119. Subject to Article 1, a relevant Director of FMB or an associated company may be indemnified out of FMB's assets against:

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to FMB or an associated company,
- (b) any liability incurred by that Director in connection with the activities of FMB or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006 as an

occupational pension scheme as defined in section 150(5) of the Finance Act 2004 that is established under a trust),

- (c) any other liability incurred by that Director as an officer of FMB or an associated company.

120. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

121. In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of FMB or an associated company.

Insurance

122. The Directors may decide to purchase and maintain insurance, at the expense of FMB, for the benefit of any relevant Director in respect of any relevant loss.

123. In this Article:

- (a) a "relevant Director" means any Director or former Director of FMB or an associated company and their executors or administrators,
- (b) 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 FMB, any associated company or any pension fund or employees' share scheme of FMB or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Dissolution

124. If a resolution signifying the desire of the Members to dissolve FMB shall be passed by a majority of not less than three-quarters of the votes cast at a National AGM or National EGM, duly convened under these Articles, 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 National EGM 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 National EGM, then FMB shall be dissolved.

125. 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 FMB and engaged in activities within the construction industry. The decision on the disposal of the net assets shall be taken by the Members of FMB at the second National EGM mentioned in Article 124.

126. 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 FMB's assets is considered.

In the case of any inconsistencies between any provision of these Articles and the FMB Rules, the Articles will prevail.

Limited Company Details

Federation of Master Builders Limited
Registered Office: Star House, Star Hill,
Rochester, Kent ME1 1UX. Registered in
England and Wales (368163),

VAT Registration No. GB 673 0538 34.

About the Federation of Master Builders

The Federation of Master Builders (FMB) is the largest trade association in the UK construction industry representing thousands of firms in England, Scotland, Wales and Northern Ireland. Established in 1941 to protect the interests of small and medium-sized (SME) construction firms, the FMB is independent and non-profit making, lobbying for members' interests at both the national and local level.

The FMB is a source of knowledge, professional advice and support for its members, providing a range of modern and relevant business services to help them succeed. The FMB is committed to raising quality in the construction industry and offers a free online service to consumers called 'Find a Builder'.

Please visit www.fmb.org.uk

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