

Company Number: 01292282

**ASSOCIATION FOR SPECIALIST FIRE PROTECTION**  
**SPECIAL RESOLUTION**

The following special resolution was passed by the members at a General Meeting held on Tuesday 9 September 2008 at the Construction Products Association, 26 Store Street, London WC1 7BT.

“That the Association shall adopt new Memorandum and Articles of Association incorporating the provisions in the enclosed document in substitution for those currently existing.”

John G Fairley  
Company Secretary  
10 September 2008



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**Association for Specialist Fire Protection**

Tournai Hall | Evelyn Woods Road | Aldershot | Hampshire | GU11 2LL  
t: 01252 357832 | f: 01252 357831 | www.asfp.org.uk

Limited by Guarantee Registered in England No. 1292282

President: Brian G Robinson CBE, QFSM, FIFireE | Chief Executive Officer: Wilf Butcher | Secretary: John Fairley FSAE



member of  
**construction products association**



Co. No. 01292282

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
THE ASSOCIATION FOR SPECIALIST FIRE PROTECTION



1. The name of the Company (hereinafter called "the Association" is "The Association for Specialist Fire Protection".
2. The Registered Office of the Association will be situate in England.
3. The Objects for which the Association is established are:-
  - (a) To encourage, organise, finance, undertake research work, experiments and experimental work and to promote the consideration and discussion of all questions affecting passive fire protection of steelwork and buildings, and to represent and protect and ensure that fair and equitable treatment of the Members of the Association in their individual and collective capacities with particular reference to conditions of contracts with Government department, Local Authorities, Professional Societies and the like and to promote, support or oppose legislature or other measures or proceedings affecting the interests of such Members and to make representations in regard to all matters affecting their interests and to encourage the issue of well defined, practicable and desirable specifications by members and others and to agree standards of conduct, practice, materials and to maintain a high standard of quality of Members to enable the Association to attain a recognised status and generally to do all things necessary to further the interests of the Association, the members and industry generally.
  - (b) Generally to act as consultants and promote the use of structural fire protection by means of circulars, descriptions, plans, specifications, statistics, communications and demonstrations, and to assist public or private bodies or individuals engaged in work concerning the safety of buildings and structures by supplying technical information and all other assistance and service, and to these ends to publish or concur in the publication of and to subsidise books, catalogues, lists, tables, statistics, journals, magazines, newspapers or any organ of information or publicity.
  - (c) To arrange, conduct and take part in Conferences, enquiries, investigations, propaganda, lectures and discussions of use or interest in advancing any of the objects of the Association and to arrange or organise and take part in trade exhibitions and shows and other similar functions for the purpose of advancing such objects and to raise funds and distribute
  - (d) To provide and maintain premises, libraries, meeting places and other accommodation for members and users of their products and to form, acquire and maintain collections and exhibitions or articles, wares, processes, machinery, drawings, analyses, books, literature or other things of use of interest to members and to offer grants, rewards, prizes or other like benefits with a view to the furtherance of any object of the Association.
  - (e) To conduct, carry out and make experiments and trials with a view to testing materials, processes, machinery or other matters or things of use or interest in furtherance of the objects of the Association and to assist or subsidise any inventor, and to assist in taking out registration and maintenance of any letters patent, copyright, design, trade name or other like right which may be of advantage to the members of the Association.
  - (f) To investigate and report on complaints made against or between any manufacturer of and contractor or trader in materials used for passive fire protection in regard to his or their business conduct, or the business methods pursued by him or them, and to take such action thereon as may be deemed proper and advisable including the establishment of panels of arbitration and the nomination of arbitrators and the provision of facilities for hearing such arbitrations, and with

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the power in the case of any member to report him as guilty of improper conduct and to expel him from the Association.

- (g) To establish and maintain, or procure the establishment and maintenance off any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Association or any of its predecessors in business or of any company which is a subsidiary of the Association or is allied to or associated with the Association or with any such subsidiary, or who may be or have been Council Members, Directors or officers of the Association or of any such other company as aforesaid, and the wives, widows, families, relations, and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Association or of any other company as aforesaid, or of any such person as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company aforesaid.
- (h) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold a property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or other any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
  - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Association shall not sell, mortgage charge or lease the same without such authority, approval, or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be changeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, 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 the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of a reasonable rate of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold

more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One pound).
7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and of and so far as effect cannot be given to such provision, then to some charitable object.
8. The Association specifically excludes itself from negotiations with Trade Unions, specifiers, clients and others concerning the rates of pay of employees and the cost of goods and services.

THE COMPANIES ACTS 1948 TO 1967

AND

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE ASSOCIATION FOR SPECIALIST FIRE PROTECTION

(As amended by Special Resolution dated 2006)

**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :-

**WORDS**

**MEANINGS**

The Acts	Means the Companies Acts 1985 and 2006
The Act	Means the Companies Act 1985
The 2006 Act	Means the Companies Act 2006
These presents	These Articles of Association and the regulations of the Association from time to time in force
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association which shall be its board of directors for the purposes of the Acts and company law generally. References to a member of the Council shall be read and construed accordingly.
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number, and vice versa.  
Words importing the masculine gender only shall include the feminine gender: and  
Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The provisions of the Acts regarding the keeping of a Register of Members shall be observed by the Association.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. Such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained and the Byelaws of the Association shall be members of the Association.
5. Only organisations may be admitted to membership, no individual may be admitted. An organisation that has its own legal identity may become a member in its own right. Any organisation that does not have its own legal identity (including but not limited to a partnership constituted under the law of England and Wales) may not become a member in its own right but may, by resolution of its governing body, nominate an individual aged 18 or over to apply for membership
6. Every application for membership shall be in writing and signed on behalf of the applicant organisation or by the nominated individual as the case may be. A certified copy of the resolution of the governing body making the nomination shall be delivered to the Association with the application for membership in respect of any nominated individual.
7. There shall be Full Members, who may vote with one vote per member at General Meetings, and Associate Members, who may not vote. Within the said membership classes there shall be such categories, with such conditions for eligibility to become members and such rights and responsibilities, including but not limited to obligations to pay fees and subscriptions, as may be specified in the byelaws of the Association from time to time. Provided always that any condition for membership and any right or responsibility of membership set out in these Articles shall always take precedence and no byelaw shall alter any provision of these Articles. In the event of any contradiction between the byelaws and these Articles on any matter, the Articles shall take precedence.
8. Membership shall end:
  - (a) If a member resigns by written notice;
  - (b) In the event of the receivership, administration, administrative receivership or winding up of a member;
  - (c) If the member fails in its obligations under the byelaws or otherwise substantially contravenes the memorandum and articles of association or any special resolutions of the Association and the Council passes a resolution to terminate the membership because of such failure;
  - (d) If the member fails to pay its fees or subscriptions by the due date specified in the byelaws from time to time;
  - (e) If the member is expelled in accordance with these Article and the byelaws then in force.
9. On cessation of membership a former member shall not be relieved from any liability to the Association or in respect of the Association, including for any fee or subscription which shall have become payable by that former member before the date of cessation of membership unless the Council shall otherwise determine.
10. The Council may expel a member from membership for behaviour detrimental to the interests of the Association. Any such expulsion shall be carried out in accordance with the applicable membership expulsion provisions of the byelaws in force at that time.
11. All commencements and cessations of membership, for whatever reason, shall be recorded in the Register of Members of the Association in accordance with the requirements of the Acts.

12. Every application for membership of the Association shall be considered by the Council who may accept or reject such application in their absolute discretion and the Council shall not be required to give any reason for any decision reached by them in this respect.
13. The rights of a member as such shall be personal and shall not be transferable and in the case of an individual shall cease upon his or her death.

#### **GENERAL MEETINGS**

14. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
15. All General Meetings, other than Annual General Meetings, shall be called General Meetings.
16. The Council may call a General Meeting at any time and place as it thinks fit.
17. In the event of the members requiring the holding of a General Meeting pursuant to Section 303 of the 2006 Act, the Council shall comply with its duties pursuant to Section 304 of the 2006 Act in respect of such request.
18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such person (including the Auditors if any) as are under these presents or under the Acts entitled to receive such notices from the Association. A General Meeting (including the Annual General Meeting) may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all members.
19. 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 passed, or proceeding had, at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

20. All business shall be deemed special that is transacted at any General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the annual accounts and reports, a budget of expenditure for the year, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors (if any).
21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Full Members present in person or by proxy shall be a quorum.
22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Full Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, due notice of which shall be sent to all members, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
23. The Chairman of the Council or in his absence the Vice Chairman of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Full Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline

to take the chair, they shall choose some Full Member of the Association who shall be present to preside.

24. The Chairman of the Council, Vice Chairman of the Council or person chosen to preside over the meeting in accordance with Article 23 hereof may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Full Members present unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Full Members present in person or by proxy, or by a Full Member or Full Members present in person or by proxy and representing one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
26. Subject to the provisions of Article 27, if a poll be 'demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **VOTES OF MEMBERS.**

30. Subject as hereinafter provided, every Full Member shall have one vote. An Associate Member shall have no right to vote and references in these Articles shall be construed accordingly.
31. Save as herein expressly provided, no member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, at any General Meeting.
32. Votes may be given on a poll or a show of hands either personally or by proxy. A corporation may vote by its duly authorised representative appointed pursuant to Section 323 of the 2006 Act or by proxy.
33. A member shall be entitled to select a person of his choice as a proxy in accordance with Section 324 of the 2006 Act.
34. The instrument appointing a proxy shall be in writing under the hand of the appointor or duly authorised representative in writing.
35. The instrument appointing a proxy or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.



36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

#### THE ASSOCIATION FOR SPECIALIST FIRE PROTECTION

#### FOR THE USE OF FULL MEMBERS ONLY

I/We .....  
 of ..... in the County .....  
 Of ..... being a member/members of the above-named Association, hereby  
 appoint .....  
 of .....  
 or failing him, .....  
 of ..... as my/our proxy  
 to vote for me/us on my/our behalf at the Annual General Meeting of the Association to be held on the  
 day of ....., and at any adjournment thereof.

Signed this ..... day of .....2.....

This form is to be used \*in favour of (against) the resolution.

Unless otherwise instructed, the proxy will, vote as he thinks fit.

(\*Strike out whichever is not desired)

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COMMUNICATION BY MEANS OF A WEBSITE

38. Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

#### COUNCIL OF MANAGEMENT

39. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be more than fifteen.
40. Save as otherwise specified in these Articles, the Council of Management shall be elected at the Annual General Meeting. Not more than six Council members connected with a particular category within any membership class shall serve on the Council at any time. Only one individual connected with any particular member of the Association shall serve on Council at any time.
41. Candidates for election must signify their willingness to serve, be duly nominated as required by the byelaws at the relevant time and provide such evidence of their connection to a particular category within a membership class as the Council or the byelaws may require.
42. Voting on elections to the Council shall be by ordinary resolution.
43. The Chairman of the Council and Vice Chairman of the Council shall be appointed by Council to serve in definitely or for such period as the appointing resolution shall specify. They must be

serving Council members connected with a Full Member that is a Contractor, Manufacturer of Distributor (meeting the criteria for those categories as set out in the byelaws). If they cease to be so, they will cease to hold their office.

44. If any Council members ceases to be connected with the relevant particular category within a membership class he shall automatically cease to be a member of the Council.
45. The Council may fill casual vacancies arising on the Council by co-option until the next Annual General Meeting.
46. The quorum for meetings of the Council shall be five.
47. Meetings of the Council shall be convened with 14 clear days' notice to Council members.
48. The Chairman of the Council or in his absence the Vice Chairman of Council shall preside. If neither of them are present, the Council members present shall select one of them to take the chair. The chairman of a Council meeting shall have a casting vote in addition to his own vote in the event of equality of voting on any matter.
49. Proceedings at Council meetings shall be conducted in such manner as Council thinks fit or as otherwise specified in the byelaws in force from time to time.

#### **POWERS OF THE COUNCIL**

50. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
51. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **SECRETARY**

52. There shall be a Secretary who shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

#### **THE SEAL**

53. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council, and the said members shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

54. The office of a member of the Council shall be vacated.-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) If he becomes of unsound mind,
- (c) If by notice in writing to the Association he resigns his office;
- (d) He is disqualified by law or removed pursuant to Section 168 of the Act;
- (e) He ceases to be a Council member pursuant to Article 44 above.

#### **PROTECTION FROM LIABILITY**

55. (a) For the purposes of this article:
- (i) a "Liability" is any liability incurred by a Council member in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Association or otherwise in connection with his duties, powers or office or any liability incurred by an auditor in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Association occurring in the course of the audit of accounts; and
  - (ii) "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act.
- (b) Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:
- (i) The Council shall have power to purchase and maintain for any member of the Council of the Association, any director of an Associated Company and any officer of the Association (not being a member of the Council or auditor of the Association), insurance against any Liability; and
  - (ii) Every member of the Council or auditor of the Association and every officer of the Association (not being a member of the Council or auditor of the Association) shall be indemnified out of the assets of the member of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

#### **BYELAWS**

56. The Council shall have power in its discretion from time to time to make byelaws or other regulations for the internal or domestic arrangements of the Association and to add to, amend, alter or repeal any byelaws or other regulations so made.

# Association for Fire Protection

## Byelaws



### 1. TITLE AND INTRODUCTORY MATTERS

The Organisation shall be called the Association for Specialist Fire Protection (ASFP).

In these byelaws, "the 2006 Act" means the Companies Act 2006 or any alteration or re-enactment therefore for the time being in force.

### 2. OBJECTIVES

The Association's objectives are:

- To be the leading trade association relating to the "Built-In" fire protection.
- To develop the market for "Built-In" fire protection.
- To be dedicated to the protection of life, property, the environment and our heritage.
- To promote continuous improvement in all aspects of "Built-In" fire protection.
- To foster the education and training of all those involved in the development, specification and use of "built-In" fire protection.
- To promote excellence in the design and installation of fire protection products through high quality and technical expertise.
- To operate the Association within a legal and robust operational framework whilst maintaining financial stability.

### 3. MEMBERSHIP

#### 3.1 Categories of membership

The Association comprises the following categories of membership, members may be companies, other corporate bodies or other organisations (if an organisation without its own legal identity acting through a nominated individual who holds the membership of the Association on behalf of the nominating organisation) and the following provisions shall be read and construed accordingly:

#### FULL MEMBER (WITH VOTING RIGHTS – ONE VOTE PER MEMBER)

##### Contractor

Applicator/installer of "Built-In" fire protection products and systems.

##### Manufacturers

Manufacturer of "Built-In" fire protection products and systems.

##### Distributors

Specialist supplier of "Built-In" fire protection products and systems.

##### Other members (no voting rights)

#### ASSOCIATE MEMBERS

A business not installing, manufacturing or distributing "Built-In" fire protection products and systems eg testing organisations, raw materials suppliers, professional service providers within the fire protection industry.

#### OVERSEAS MEMBERS

A licensee or agent, of an existing ASFP manufacturer member or a manufacturer or distributor or based outside the European Community.

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#### Association for Specialist Fire Protection

Tournai Hall | Evelyn Woods Road | Aldershot | Hampshire | GU11 2LL

t: 01252 357832 | f: 01252 357831 | [www.asfp.org.uk](http://www.asfp.org.uk)

Limited by Guarantee Registered in England No. 1292282

President: Brian G Robinson CBE, QFSM, FIFireE | Chief Executive Officer: Wilf Butcher | Secretary: John Fairley FSAE

## **AFFILIATE MEMBER**

A provider of ancillary products in support of complementary to "Built-In" fire protection products and systems.

## **PROBATIONARY MEMBERS**

Seeking membership in any category but currently unable to demonstrate the required track record for the category of membership sought.

### **Requirements**

All applicants shall:

- Complete the Association's application form;
- Agree to comply with the ASFP Byelaws and Regulations.
- In addition applicants shall be required to meet the application membership criteria as follows:

### **Contractors**

Applicants for this category of membership must:

- Demonstrate an ability to trade in "Built-In" fire protection products and systems.
- Provide evidence of required levels of insurance.
- Provide evidence of employed staff eg CITB levy notice.
- Submit one year's accounts (unless applying for probationary membership).
- Shall be members of an appropriate third party certification scheme.

Each contracting member of the Association shall only employ workers in strict compliance with current legal requirements regarding employment.

If an applicant is unable to demonstrate the required track record, probationary membership may be granted in the interim. A probationary member shall not be entitled to display the logo.

### **Manufacturers**

Applicants for this category of membership must:

- Provide details of "Built-In" fire protection products or systems manufactured.
- Provide evidence that the products/systems comply with the requirements and conditions of entry into the appropriate ASFP publications.
- Comply with the code of practice for the supply, design and installation of "Built-In" fire protection products or systems.

### **Distributors**

Applicants for this category of membership must:

- Provide details of "Built-In" fire protection products or systems distributed.
- Provide evidence that the products/systems comply with the requirements and conditions of entry into the appropriate ASFP publications.
- Comply with the code of practice for the supply, design and installation of "Built-In" fire protection products or systems.

## **ASSOCIATE MEMBERS**

The Council assesses each application on an individual basis.

## **OVERSEAS MEMBERS**

The Council assesses each application on an individual basis.

## **AFFILIATE MEMBERS**

The Council assesses each application on an individual basis.

### **3.3 Cessation of Membership**

Council may terminate membership pursuant to its powers set out in the articles of association of the Association:

- If a member resigns by written notice.

- In the event of the receivership, administration, administrative receivership or winding up of a member.
- If the member fails in its obligations in these byelaws or otherwise substantially contravenes the memorandum and articles of association or any special resolutions of the Association.
- If the member fails to pay its fees or subscriptions within three calendar months of the invoice date and the subsequent fourteen day notification period.
- On cessation of membership a former member shall not be relieved from any liability to the Association or in respect of the Association, including for any fee or subscription which shall have become payable by that former member before the date of cessation of membership unless the Council shall otherwise determine.
- Cessation of membership shall not preclude the ex-member from subsequent re-application and re-admission to membership.
- Expulsion from membership for behaviour detrimental to the interests of the Association. This shall only occur after the member has been notified of its alleged failures in writing and has been given the opportunity to present its explanations to the Council and the Council, having considered those explanations, votes by a majority of at least 75% of votes cast in favour of the expulsion. Any member subject to such expulsion shall have the right of appeal to an Appeals and Complaints Panel constituted pursuant to Appendix 2 to these byelaws.

### **3.4 General**

Should a member elect to change its trading name(s) it shall advise the Association of such proposal prior to any changes being implemented. Membership is not transferable and may only be held in one category. Members may change membership category provided they meet the criteria for the revised category and the Council consents to the change.

### **3.5 Fees**

Membership subscriptions are charged from January to December in each year. Members joining the Association after 1 February will be charged pro rata. Invoices for subscriptions will be sent upon appointment to membership.

Manufacturers, contractors and distributors may pay an entrance fee. The Council shall annually (or as appropriate) set fees applicable for each grade of membership.

### **3.6 Acceptance**

Any applicant approved for membership must meet all applicable membership requirements.

Acceptance for membership shall be by a 75% vote of approval at a formally convened Council Meeting or undertaken by postal ballot of Council members. Where membership is not accepted, the applicant shall be notified of the reason(s), in writing, and shall have the right of appeal and re-application as laid down in the byelaws.

### **3.7 Association logo**

The ASFP logo is a registered trademark and may only be used by current members.

Upon cessation of membership the logo shall immediately be withdrawn from any letterheads, promotional literature or other publicity material etc which could infer membership of ASFP.

Members are encouraged to use the logo on:

Their information and literature;

Their advertising;

Transport – vans etc.

The logo shall not be used for:

Product endorsement;

Product approval in multi-product documents.

There are special adaptations of the logo for members to use in conjunction with products that appear in ASFP publications.

### **3.8 Voting rights**

The voting rights of each membership class shall be in accordance with the articles of association of the Association.

#### **4. MANAGEMENT STRUCTURE, PROCEEDINGS AND GENERAL MEETINGS**

##### **4.1 General meetings**

The Association shall observe the applicable provisions of the 2006 Act for the time being in force. The provisions of these byelaws regarding general meetings shall be read and construed subject to the 2006 Act and to applicable provisions of the articles of association of the Association.

General meetings, including the annual general meeting, shall be convened and held in such manner as required or permitted by the 2006 Act and the articles of association of the Association.

The contents of the meeting notice and notice periods, the quorum required, the proxy rights of members, the voting rights of membership classes, types of resolution and voting majorities required for those types of resolution and the chairmanship of the meeting shall all be as required or permitted by the 2006 Act and the articles of association of the Association.

##### **4.2 Management of the Association and the Council**

The Council shall manage the Association in accordance with its powers and duties under the 2006 Act and the articles of association of the Association.

The Council is the governing body of the Association and is appointed as set out in the articles of association of the Association.

#### **5. FINANCE**

##### **5.1 Financial year**

Subject to the requirements of the 2006 Act, the Association's financial year shall run from 1 January to 31 December.

##### **5.2 Fees and subscriptions**

The Council shall agree the level of fees and subscriptions due from each class of membership to the Association.

##### **5.3 Accounting by members for their expenses relating to the Association**

Members shall account for their own expenses relating to the Association, including the expenses of their individual representatives or proxies attending general meetings of the Association. No such expenses may be reclaimed from the Association.

##### **5.4 Accounting records, public annual accounts and reports**

The Association shall make and keep accounting records and shall prepare and make publicly available (including filing at Companies House) such annual accounts and reports as may at any time be required by law. The accounting records may be kept at such location and in such form as the Council may decide, subject to the requirements of law at that time in force.

#### **6. CONTROL AND ARBITRATION**

All members shall receive a copy of the memorandum and articles of association of the Association and all changes to those and copies of the byelaws and records of all general meetings of the members of the Association.

All members, applicants, clients and others shall be entitled to register a complaint or appeal against the Association and request arbitration and review of such complaint or appeal. Such complaints or appeals may refer to, but not necessarily be limited to, decisions of the Council and Association, membership applications and the actions of members of the Association.

#### **7. COMPLAINTS AND APPEALS PROCEDURE**

The Complaints and Appeals procedure shall be as set out in Appendix 2.

#### **8. BYELAWS**

The Council shall have power in its discretion from time to time to make byelaws or other regulations for the internal or domestic arrangements of the Association and to add to, amend, alter or repeal any byelaws or other regulations so made.