



Rules

of The Association for Project Safety Limited (company number SC155374)

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Company Number SC155374

The Company Act 2006

A company limited by guarantee and not having a share capital

Rules of the Association for Project Safety Limited

(as adopted by the Board 14 December 2022 pursuant to Article 40 of the Articles of Association)

1 Preliminary

- 1.1 Words and expressions defined in the Articles shall, unless expressly provided otherwise, have the same meanings when used in these Rules.

In these Rules:

the Act	means the Companies Act 2006
Adoption Date	means 1 February 2023
Affiliated Member	means a Member who was designated to be an Affiliated Member prior to the Adoption Date
AGM	means the annual general meeting of the Association
the Articles	means the Association's articles of association for the time being in force
Associate Member	means a Member who is designated to be an Associate Member
the Association	means The Association for Project Safety Limited (company number SC155374)
Ballot	means a ballot by postal and/or electronic means and/or by ballot paper as determined by the Directors from time to time in each case held for the purposes of these Rules
Board	means the board of Directors from time to time
Board of Appeal	means a Board of Appeal of the Association constituted in terms of Rule 22 below
Body	means any corporation, body corporate, local authority, firm, partnership, limited liability partnership, association, institution, organisation or other entity or aggregate of persons (whether incorporated or unincorporated)

Business Day	means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business
CDM Regulations	means the Construction (Design and Management) Regulations 2015 as such Regulations are from time to time altered, varied or replaced
Certified Member	means a Member who is designated to be a Certified Member
Chair	means the Director appointed as the Chair in accordance with the Articles from time to time
Chief Executive	means the Association's chief executive or, where the context so permits and there is no chief executive of the Association for the time being, the Association's acting chief executive or operational lead until such a permanent appointment is made by the Directors
Clear Days	means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which the notice is given or on which the notice is to take effect
Code of Conduct	means the Code of Conduct of the Association, as such Code is amended, altered, replaced or substituted from time to time pursuant to the Articles
Committee	means a committee established by the Directors in accordance with the Articles or Rule 24.1 from time to time
Code of Conduct Committee	means a Code of Conduct Committee constituted in terms of Rule 20 below
Corporate Member	means a Member who is designated to be a Corporate Member
Director	means a director of the Association and includes any person occupying the position of director, by whatever name called
Directory of Members	means a directory, maintained by the Directors and containing such details of the Members as shall be prescribed by the Rules from time to time
Disciplinary Committee	means a Disciplinary Committee of the Association constituted in terms of Rule 21 below
Election Period	means: a) in respect of the first Election Period following the Adoption Date, the period commencing on the first AGM following the Adoption Date and

	ending on the Retirement Date immediately following;
	b) in respect of each subsequent Election Period, the period commencing on the AGM immediately following the end of the previous Election Period and ending on the Retirement Date immediately following
Fellow	means a Member who is designated to be a Fellow of the Association
Former Articles	means the articles of association of the Association in force immediately prior to the Adoption Date
Honorary Fellow	means an honorary appointment to the Association established in accordance with the Rules provided always that an Honorary Fellow, by reason of such appointment alone, shall not be a Member (without prejudice to any Membership held by an Honorary Fellow prior to or separate to his or her appointment as an Honorary Fellow)
Incorporated Member	means a Member who is designated to be an Incorporated Member
Ineligibility Period	has the meaning given in Rule 16.27
Member	means a person whose name is entered in the Register of Members of the Association and Membership shall be construed accordingly
Member Class	means each class of Membership as set out in Rule 3.1 or created by the Directors from time to time and Membership Class shall be construed accordingly
Member Director	means the Director appointed by the NMRG as the Member Director in accordance with the Articles from time to time
National Member's Representative Group or NMRG	means the National Member's Representative Group constituted in accordance with the Rules as the representative body of the Members
NMRG Member	means each Member who is a member of the NMRG from time to time
Nominations Committee	means the committee of the Directors constituted in accordance with the Articles and Rule 24.3 with such remit as the Directors shall prescribe from time to time including, without limitation, to guide the Board in the appointment of Directors and senior executive engagements in the Association
person	means any body and any individual

President	means the president of the Association in accordance with the Articles from time to time
President Elect	means the president elect of the Association in accordance with the Articles from time to time
Professional Services	means: a) the services of a design and/or construction and/or health and safety risk management professional; and b) any other services from time to time determined by the Directors to be "Professional Services" for the purposes of the Articles and Rules
Region	means an area specified and determined by the Directors from time to time and for the time being to be a "Region" for the purposes of the Rules, and "Regions" shall be construed accordingly
Regional Ballot	has the meaning given in Rule 16.17
Register of Members	means a register of the Members maintained in accordance with the Act
Registered Address	means: a) in relation to a Member who is an individual, that Member's residential address and, if so elected by the Member, the address of his or her place of work, in each case as set out in the Register of Members from time to time; or b) in the case of a Member who is a corporate body, that Member's registered or principal office as set out in the Register of Members from time to time
Register of Interests	means a register maintained by the Chief Executive or by the Secretary of the Relevant Interests of those persons who are from time to time NMRG Members
Registered Office	means the registered office of the Association
Relevant Interest	means an interest which conflicts with or may conflict with the interests of the Association or of which, in the case of any discussion or meeting of the NMRG, the members of the NMRG should reasonably be aware of, including any personal interest, any financial interest, any professional interest, any interest in a contract or proposed contract, any interest as a member, officer or employee of (or consultant to) any body and any other interest of a type or nature which the Directors may from time to time and for the time being determine to be a Relevant Interest

Relevant Member	has the meaning given in Rule 14.2.2
Reporting Accountant	the firm of independent accountants appointed by the Directors pursuant to Rule 28 from time to time
Retired Member	means a Member who was designated to be a Retired Member prior to the Adoption Date
Retirement Date	means 1 February in each year
the Secretary	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary
Student Member	means a Member who was designated to be a Student Member prior to the Adoption Date
Subscription Fees	has the meaning given in Rule 15.1
Transitional Provisions	means the provisions of the articles of association of the Association in force prior to the Adoption Date which relate to the composition and appointment of the Board and the NMRG, as adopted by resolution of the Association passed on [14 December 2022]
the United Kingdom	means Great Britain and Northern Ireland
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

- 1.2 Words importing the singular shall include the plural and vice versa.
- 1.3 Unless the context otherwise requires, words and expressions contained in the Rules bear the same respective meanings as in the Act but excluding any provision or statutory modification of the Act which is not in force on the date of the adoption of these Rules.
- 1.4 Unless the context otherwise requires or otherwise defined, words and expressions contained in the Rules bear the same respective meanings as in the Articles.

2 Code of Conduct

Each Member shall be bound by the Code of Conduct, and accompanying guidance notes:

- 2.1 Members shall discharge their professional duties with honesty and integrity.
- 2.2 Members shall discharge their professional duties in compliance with current legal and statutory requirements relating to their work.
- 2.3 Members shall only undertake work that they have the skills, knowledge and understanding to do and shall carry out their duties with due skill, care and diligence.
- 2.4 Members shall undertake continuing professional development training as determined by the Directors of the Association and shall encourage and give reasonable assistance to further the

education, training and continuing professional development of others working under their supervision.

2.5 Members shall treat employees of the Association with due respect.

2.6 Members shall notify the Association:

2.6.1 if convicted of a criminal offence;

2.6.2 if they are struck off by any other membership or professional regulatory body;

2.6.3 if they have been subject to any fine, censure or sanction imposed, or otherwise been subject to reprimand, by the Health and Safety Executive for any reason;

2.6.4 upon becoming bankrupt;

2.6.5 upon being disqualified as a company director;

2.6.6 of a significant breach of the Code of Conduct by another Member.

3 Members and Membership

3.1 As at the Adoption Date, the classes of Membership of the Association (each a **Member Class**) shall be as follows:

3.1.1 Fellows;

3.1.2 Certified Members;

3.1.3 Incorporated Members;

3.1.4 Associate Members;

each having the rights set out in the Articles and these Rules.

3.2 Any Member who was the Member Class noted in column (1) below immediately prior to the Adoption Date shall, with effect from the Adoption Date automatically be admitted to the Member Class set out in column (2) until he ceases to be a Member of that Member Class in accordance with the Articles or Rules from time to time:

(1) Member Class prior to the Adoption Date	(2) Member Class with effect from Adoption Date
Fellows	Fellows
Certified	Certified
Incorporated	Incorporated
Associate	Associate
Corporate	Corporate
Affiliated	Associate, subject to Rule 3.4
Student	Associate, subject to Rule 3.5
Retired	The relevant Member shall automatically be designated as the Member Class held by

	that Member prior to retirement subject to Rule 3.6
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3.3 The following Membership Classes:

- 3.3.1 Registered Fellows;
- 3.3.2 Registered Members;
- 3.3.3 Registered Practice Members;

in each case as defined under and constituted pursuant to the Former Articles shall, on the Adoption Date, cease to be Membership Classes.

- 3.4 Members who were Affiliated Members prior to the Adoption Date will become an Associate Member with effect from the Adoption Date. The increased Subscription Fee payable by Associate Members from time to time will be waived in respect of such Members until the renewed Subscription Fee becomes payable on 1 February 2024, at which time it will automatically become due at the rate then applicable to Associate Members.
- 3.5 Members who were Student Members prior to the Adoption Date will become an Associate Member with effect from the Adoption Date. The discounted Subscription Fee payable by Associate Members who are students from time to time will continue for those who were Student Members.
- 3.6 Members who were Retired Members prior to the Adoption Date will, on the Adoption Date automatically be designated as the Membership Class held by that Member prior to his or her retirement, provided that such Member shall, with effect from the Subscription Fee payable on 1 February 2024, pay a discounted Subscription Fee for Retired Members.
- 3.7 Associate Membership shall be open to individuals only.
- 3.8 Corporate Bodies may join the Association only as Corporate Members.
- 3.9 The Directors may create such additional classes of Membership of the Association as they decide from time to time, in each case having the rights set out in the Articles and the Rules.
- 3.10 The Directors shall establish such additional rules, criteria and application procedures for a Member to progress from one Membership Class to another as they shall deem necessary and appropriate from time to time.
- 3.11 There shall be noted in the Directory of Members in respect of each Member:
 - 3.11.1 the full name and Registered Address(es) of the Member;
 - 3.11.2 the Membership Class or Membership Classes of that Member;
 - 3.11.3 the Region to which such Member is allocated pursuant to Rule 3.12 below;
 - 3.11.4 such information or details in respect of the Member as the Directors shall from time to time and for the time being determine; and
 - 3.11.5 whether the Member is a Student Member or Retired Member or any other category which entitles the Member to pay a reduced Subscription Fee.
- 3.12 Each Member shall be allocated to the Region in which that Member's Registered Address is located which for this purpose may, if elected by the Member in writing, be the address of his or her place of work from time to time or failing such election shall be his or her residential address.
- 3.13 Subject to the Articles and the Rules, the rights, privileges and benefits of each Member Class shall be determined from time to time by the Directors or by a committee of the Directors.

4 Honorary Fellows

- 4.1 The Directors (acting on the recommendation of the Nominations Committee following proposal from the President) may appoint any person as an Honorary Fellow.
- 4.2 An Honorary Fellow shall not, by reason of his or her appointment as an Honorary Fellow, become a Member. Notwithstanding that an Honorary Fellow is not a Member, he or she shall be entitled to receive notice of and to attend and speak at any general meeting of the Association in accordance with the Articles, but not to vote.
- 4.3 An Honorary Fellow who is an existing Member or subsequently becomes a Member shall retain such Membership irrespective of appointment as an Honorary Member and shall, subject to any other provision of the Articles or Rules, remain entitled to vote on any resolution at any general meeting of the Association or on any resolution of the Association or in any Ballot held in accordance with these Rules until the termination of such Membership.
- 4.4 An Honorary Fellow shall not be required to pay any Subscription Fee to be an Honorary Fellow.
- 4.5 The Directors may at their discretion terminate any honorary fellowship of the Association. Where an Honorary Fellow is an existing Member as at the date of such termination, termination of his or her honorary fellowship shall not prejudice or terminate his or her Membership of the Association.

5 Fellows

- 5.1 The Directors may admit to Membership as a Fellow any Member who, in the opinion of the Directors satisfies the criteria and requirements from time to time and for the time being set by the Directors for that Member to be made a Fellow.
- 5.2 Prior to a Certified Member being made a Fellow, that Member shall pay to the Association such additional Subscription Fee and/or such fee for being made a Fellow as may be required by the Directors to be paid to the Association by that Member as a condition of that Member being made a Fellow.
- 5.3 Fellows shall be entitled to affix the letters FaPS after their names.
- 5.4 Subject to the Articles and these Rules, the rights, privileges and benefits of Fellows shall be determined from time to time by the Directors.

6 Certified Members

- 6.1 The Directors may admit to Membership as a Certified Member, any individual (including an Incorporated Member or an Associate Member) who in the opinion of the Directors satisfies the criteria and requirements from time to time and for the time being set by the Directors to be satisfied by an individual for the admission of that individual to Membership as a Certified Member.
- 6.2 Prior to an Incorporated Member or an Associate Member being made a Certified Member, that Member (as the case may be) shall pay to the Association such additional subscription and/or such fee for being made a Certified Member as may be required by the Directors to be paid to the Association by that Member as a condition of that Member being made a Certified Member.
- 6.3 Certified Members shall be entitled to affix the letters CMaPS after their names.
- 6.4 Subject to the Articles and these Rules, the rights, privileges and benefits of Certified Members shall be determined from time to time by the Directors.

7 Incorporated Members

- 7.1 The Directors may admit to Membership as an Incorporated Member, any individual (including an Associate Member) who in the opinion of the Directors satisfies the criteria and requirements from time to time and for the time being set by the Directors to be satisfied by an individual for the admission of that individual to Membership as an Incorporated Member.
- 7.2 Prior to an Associate Member being made an Incorporated Member, that Member shall pay to the Association such additional Subscription Fee and/or such fee for being made an Incorporated Member as may be required by the Directors to be paid to the Association by that Member as a condition of that Member being made an Incorporated Member.
- 7.3 Incorporated Members shall be entitled to affix the letters IMaPS after their names.
- 7.4 Subject to the Articles and these Rules, the rights, privileges and benefits of Incorporated Members shall be determined from time to time by the Directors.

8 Associate Members

- 8.1 The Directors may admit to Membership as an Associate Member any individual who, in the opinion of the Directors satisfies the criteria and requirements from time to time and for the time being set by the Directors to be satisfied by an individual for the admission to Membership as an Associate Member.
- 8.2 Associate Members shall be entitled to affix the letters AaPS after their names.
- 8.3 Subject to the Articles and these Rules, the rights, privileges and benefits of Associate Members shall be determined from time to time by the Directors.

9 Applications for Membership

- 9.1 Within 60 days of the acceptance or rejection by the Directors of any application for Membership (or for any Member Class), the applicant for Membership (or for the Member Class) shall be advised by or on behalf of the Association that the applicant's application has, as the case may be, been accepted or rejected.
- 9.2 When an application for Membership (or for any Member Class) is accepted by the Directors, the applicant for Membership (or for the Member Class) shall be admitted as a Member (or to the particular Member Class) upon that applicant:
 - 9.2.1 paying to the Association in full such amount (including any Subscription Fee) required to be paid by that applicant as a condition of the admission of that applicant as a Member (or to a particular Member Class);
 - 9.2.2 satisfying any other conditions required by the Directors to be satisfied by that applicant as a condition of the applicant's admission as a Member (or to a particular Member Class).
- 9.3 The Association shall not be required to refund any application fee paid by an applicant for Membership (or for any Member Class) whose application is rejected.
- 9.4 The Directors may revoke the acceptance by the Directors of an application for admittance to Membership (or to any Member Class) (or readmittance in accordance with Rule 10.1) if the applicant for Membership (or to the Member Class) (or readmittance in accordance with Rule 10.1) has not, within 90 days of that applicant being notified that his or her application for Membership (or for the Member Class) (or readmittance in accordance with Rule 10.1) has been accepted:
 - 9.4.1 paid to the Association in full any amount (including any Subscription Fee) payable by that applicant to the Association as a condition of admission of that applicant as a Member (or to a particular Member Class) (or readmittance in accordance with Rule 10.1); and

- 9.4.2 satisfied any other conditions required by the Directors to be satisfied by the applicant as a condition of the applicant's admission as a Member (or to any Member Class) (or readmittance in accordance with Rule 10.1).

10 Readmittance as a Member

- 10.1 Any person who has ceased to be a Member pursuant to the Articles may apply to be re-admitted to Membership (or to any Member Class) subject to:
- 10.1.1 the payment to the Association in full by such person of such arrears, re-admittance fees, surcharges and other amounts as shall be determined by the Directors;
 - 10.1.2 the application for re-admittance to Membership (or to any Member Class) being made in such manner or way as shall from time to time be determined or approved by the Directors;
 - 10.1.3 such information being provided in support of the application for re-admittance to Membership (or to any Member Class) as shall from time to time be determined or approved by the Directors; and
 - 10.1.4 such conditions for re-admission to Membership (or to any Member Class) being satisfied as shall from time to time be determined or approved by the Directors.
- 10.2 The Directors may accept or reject an application for re-admittance to Membership (or to any Member Class) and the provisions of the Rules shall apply to an application for re-admittance to Membership (or to any Member Class) as they apply to applications for Membership (or for any Member Class).

11 Continuing Professional Development

- 11.1 Each Fellow, Certified Member, Incorporated Member and Associate Member, must satisfy the Directors on an annual basis that he or she has undertaken such attendance and hours of continuing professional development training in the preceding year as shall be determined by the Directors from time to time. For the avoidance of doubt, Members who are designated in accordance with Rule 3.11.5 as Retired Members or a Student Member will have separate CPD to reflect their status.
- 11.2 The annual requirements of Rule 11.1 above shall apply in respect of any Fellow, Certified Member, Incorporated Member or Associate Member by reference to the period beginning on 1 February in each year and ending on 31 January in the following year. Any requirement as to hours of attendance shall be reduced pro rata in the period from the date the Member is first admitted as a Member until the 31 January which follows.

12 Compulsory professional indemnity and legal defence insurance cover

- 12.1 Each Fellow, Certified Member, Incorporated Member and Associate Member (other than a Fellow, Certified Member, Incorporated Member or Associate Member who only provides Professional Services as an employee of one or more Fellows, Certified Members or Incorporated Members) is required to confirm to the Association annually that that Member holds current professional indemnity insurance and legal defence insurance cover on such terms and for such amounts as are compatible with the scale and extent of the Professional Services provided by that Member. Such professional indemnity insurance cover shall be on an each and every claims basis or on such other basis as may be approved by the Directors and such professional indemnity insurance cover and such legal defence insurance cover shall be effected with Lloyds or with an insurance company approved by the Department for Business, Innovation and Skills (BIS).

- 12.2 The Directors shall be entitled to require any Fellow, Certified Member, Incorporated Member, or Associate Member to produce on demand to the Association:
- 12.2.1 evidence of the terms and amounts of the professional indemnity insurance cover and legal defence insurance cover maintained by that Member in terms of Rule 12.1 above; and
 - 12.2.2 evidence that such professional indemnity insurance cover and legal defence insurance cover is valid and current.
- 12.3 The annual requirements of Rule 12.1 above shall apply in respect of any Member by reference to the period beginning on 1 February in each year and ending on 31 January in the following year.

13 Consequences of termination of Membership

- 13.1 Upon the resignation or expulsion of a Member, that Member or, as the case may be, that former Member shall return to the Association that Member's Certificate of Membership of the Association, and all rights, privileges and benefits of Membership of the Association shall forthwith cease to be used and enjoyed by that Member or (as the case may be) that former Member.
- 13.2 Upon the resignation or expulsion of a Member, that Member shall not be entitled to refund of the whole or any part of any Subscription Fee already paid by that Member.

14 Disciplinary Procedures

- 14.1 Any Member who fails to comply with the Code of Conduct may become subject to disciplinary action.
- 14.2 Any complaint to the Association, from whatever source, that a Member has not complied with or has breached the Code of Conduct must be made in Writing to the Chief Executive, addressed to the Chief Executive at the Registered Office. The Association will:
- 14.2.1 acknowledge receipt of the complaint;
 - 14.2.2 notify the Member (the **Relevant Member**) against whom the complaint is made that the complaint has been received by the Association and what the complaint is; and
 - 14.2.3 refer the complaint to a Code of Conduct Committee for initial investigation.
- 14.3 A Code of Conduct Committee will consider a complaint only in relation to whether the Relevant Member has failed to comply with or has breached the Code of Conduct, and the Code of Conduct Committee will decide whether:
- 14.3.1 as a result of the complaint or otherwise, the Relevant Member should be liable to disciplinary action;
 - 14.3.2 there is sufficient evidence in support of the complaint to justify a hearing of the complaint; and
 - 14.3.3 disciplinary proceedings should be brought, or other action taken, against the Relevant Member.
- 14.4 A Code of Conduct Committee shall be entitled, in considering any complaint and before reaching the Code of Conduct Committee's decision in respect of any complaint, to require such information or further information to be provided to the Code of Conduct Committee as the Code of Conduct Committee shall require.

- 14.5 If the Code of Conduct Committee decides that there is no case to answer in respect of any complaint concerning the conduct of the Relevant Member, then both the complainant and the Relevant Member shall be notified accordingly by the Chief Executive or designated Member of staff or an employee of the Association as a representative of the Chief Executive.
- 14.6 If the Code of Conduct Committee decides that there are prima facie grounds justifying the complaint received by the Association that the Relevant Member has failed to comply with or has breached the Code of Conduct, then:
- 14.6.1 the Code of Conduct Committee shall refer the complaint to a Disciplinary Committee to hear the complaint and to decide what action, if any, to take in respect of the complaint; and
 - 14.6.2 the Relevant Member will be notified of the date, time and location of the hearing of the Disciplinary Committee at which the complaint will be considered.
- 14.7 The Association will be represented before the Disciplinary Committee by either the chairman of the Code of Conduct Committee responsible for the initial investigation of the complaint or by another member of the Code of Conduct Committee.
- 14.8 The Relevant Member may attend the hearing of the Disciplinary Committee in person and/or may arrange to be represented before the Disciplinary Committee by any person (who need not be a Member) appointed by the Relevant Member to represent the Relevant Member before the Disciplinary Committee and/or may elect to make written representations to the Disciplinary Committee.
- 14.9 Both the Association and the Relevant Member may call witnesses to give evidence to the Disciplinary Committee.
- 14.10 The Disciplinary Committee may consider the complaint made against the Relevant Member notwithstanding that the Relevant Member does not respond to the notification that the complaint is to be considered by the Disciplinary Committee and notwithstanding that the Relevant Member does not appear at, and is not represented at, the hearing of the Disciplinary Committee at which the complaint is considered.
- 14.11 At the hearing of the Disciplinary Committee of any complaint that a Member has failed to comply with or has breached the Code of Conduct, the Association will require to establish "beyond reasonable doubt" the facts on which the complaint is made.
- 14.12 The chairman of the Disciplinary Committee which considers a complaint that a Member has failed to comply with or has breached the Code of Conduct must exercise his or her discretion to ensure adequate examination and cross examination take place of any witnesses giving evidence in respect of the complaint or the defence of the complaint.
- 14.13 After the hearing of the Disciplinary Committee on any complaint that a Member has failed to comply with or has breached the Code of Conduct, that Disciplinary Committee will retire to consider the complaint and the evidence submitted to the Disciplinary Committee in support of and in defence of the complaint, and the Disciplinary Committee shall decide whether the complaint is valid and is supported by the evidence presented to the Disciplinary Committee or whether there is no case to answer in respect of the complaint.
- 14.14 If the Disciplinary Committee decides that the complaint is valid and is supported by the evidence presented to the Disciplinary Committee then the Disciplinary Committee shall determine what sanction (including censure and/or a fine of such amount as the Disciplinary Committee sees fit and/or expulsion from Membership of the Association) to impose on the Relevant Member.
- 14.15 Both the complainant and the Relevant Member shall be notified by the Association of the decision of the Disciplinary Committee forthwith upon the Disciplinary Committee reaching its decision, and the Chief Executive shall advise the Directors of the decision of the Disciplinary Committee. If the decision of the Disciplinary Committee is that the complaint is valid and supported by the evidence presented to the Disciplinary Committee, then the complainant, the

Relevant Member and the Directors shall be notified at the same time what, if the Disciplinary Committee has decided pursuant to Rule 14.14 above to impose a sanction on the Relevant Member, that sanction is.

- 14.16 The notification to the Relevant Member and to the Directors of any sanction imposed by the Disciplinary Committee on the Relevant Member pursuant to Rule 14.14 above shall set out the reasons for the Disciplinary Committee imposing that sanction on the Relevant Member.
- 14.17 Within 28 days of the date of notifying the Relevant Member of any decision or determination of the Disciplinary Committee, the Relevant Member may lodge an appeal against the decision or determination of the Disciplinary Committee. If such an appeal is made, the Directors will appoint a Board of Appeal to hear the appeal. The Relevant Member may attend in person the hearing of the Board of Appeal and/or may arrange to be represented before the Board of Appeal by any person (who need not be a Member) appointed by the Relevant Member to represent the Relevant Member before the Board of Appeal and/or may elect to make written submissions to the Board of Appeal.
- 14.18 The Board of Appeal may confirm the decision or determination of the Disciplinary Committee or vary any such decision or determination or substitute another decision or determination, in each case as the Board of Appeal sees fit.
- 14.19 The Directors, at their discretion, may publish any decision or determination of the Disciplinary Committee or the Board of Appeal and the reasons for any such decision or determination, and the Directors when publishing any such decision or determination:
 - 14.19.1 may identify the Relevant Member in respect of whom the relevant decision or determination has been made;
 - 14.19.2 may explain how the Relevant Member failed to comply with or has breached the Code of Conduct; and
 - 14.19.3 may set out the facts of the Relevant Member's failure to comply with, or breach of, the Code of Conduct.
- 14.20 If the Relevant Member does not accept the decision or determination of the Board of Appeal, then the Relevant Member may, within 60 days of the Relevant Member being notified of the decision of the Board of Appeal, submit a further appeal to the Construction Industry Council Appeals Tribunal.
- 14.21 All communications between the Relevant Member and the Association relating to the initial enquiry by the Code of Conduct Committee and/or the subsequent proceedings before the Disciplinary Committee or the Board of Appeal and regarding any decisions or determinations of the Code of Conduct Committee, the Disciplinary Committee or the Board of Appeal in respect of the Relevant Member shall be made in accordance with Rule 29.
- 14.22 No Member of the Code of Conduct Committee which conducts the initial enquiry into any complaint concerning whether any Member has failed to comply with or has breached the Code of Conduct, and no Member of the Disciplinary Committee and no Member of the Board of Appeal involved in any hearing on the complaint or involved in the decision or determination of what, if any, sanction to impose on the Relevant Member or in hearing any appeal by the Relevant Member, shall have any interest in the relevant complaint or the proceedings of the Code of Conduct Committee, the Disciplinary Committee or the Board of Appeal in respect of the complaint or have any interest in the decision or determination or have any interest in any appeal by the Relevant Member (other than in any case as a Member or, as the case may be, as a member of the Code of Conduct Committee, the Disciplinary Committee or the Board of Appeal).

15 Annual subscriptions

- 15.1 The annual subscriptions (**Subscription Fees**) payable to the Association by the Members in each Member Class shall be such amounts or at such rate or according to such scale as shall be fixed by the Directors from time to time. For the avoidance of doubt, this includes discounted rates for Members designated as Retired Members or Student Members.
- 15.2 The Directors shall be entitled at their discretion to reduce, or waive the payment to the Association of, any Subscription Fees arrears of Subscription Fees and/or any surcharge payable to the Association by any Member or by any former Member.
- 15.3 A Subscription Fee notice shall be issued to each Member in respect of each annual Subscription Fees payable to the Association by that Member not less than two months in advance of the due date for the payment by that Member to the Association of the Subscription Fees.
- 15.4 If any Member has not paid to the Association the annual Subscription Fees payable to the Association by that Member within 30 days following the due date for the payment of those annual Subscription Fees by that Member to the Association, then the Directors may require that Member to pay to the Association a late payment surcharge of such amount or at such rate or scale as may be fixed by the Directors from time to time.
- 15.5 Subject to Rule 15.2, if a Member has not paid his Subscription Fees in full within 30 days of 1 March in each year following 1 February 2024:
- 15.5.1 the Member shall not be entitled to receive newsletters, notices or other publications from the Association, including those available on the Association's website;
 - 15.5.2 the Member shall not be entitled to receive notice of, or to attend, speak or vote at, any Ballot;
- in each case for so long as such Subscription Fees remain outstanding.

16 National Member's Representative Group

- 16.1 The National Member's Representative Group will consist of:
- 16.1.1 up to two Members elected from each Region in accordance with Rule 16.17;
 - 16.1.2 the President; and
 - 16.1.3 the President Elect.
- 16.2 The Members appointed to the NMRG pursuant to the Transitional Provisions shall, as at the Adoption Date, automatically remain in those positions until resignation, removal or retirement pursuant to these Rules.
- 16.3 The purpose and function of the NMRG shall be to:
- 16.3.1 engage with and canvas the views and concerns of the Members as appropriate;
 - 16.3.2 represent and keep the Directors apprised of the interests, views and concerns of the Members from time to time;
 - 16.3.3 keep under review the delivery of the Association's strategy within the Regions;
 - 16.3.4 such other functions as are from time to time and for the time being agreed by both the NMRG and the Directors.
- 16.4 An NMRG Member shall, subject to the policy (and at such rate or scale and subject to such maximum) from time to time determined by the Directors for the reimbursement of expenses

to NMRG Members, be entitled to payment of all travelling, hotel and other expenses reasonably and properly incurred by that NMRG Member in travelling to and from and attending meetings of the NMRG or of any committee of or established by the NMRG or otherwise in connection with the business and affairs of the Association.

- 16.5 The President shall preside and take the chair at every meeting of the NMRG at which the President is present, unless the President is unwilling or unable to preside and take the chair. If there is no President for the time being or if the President is unwilling or unable to preside and take the chair or is not present within five minutes after the time appointed for the meeting of the NMRG, the President Elect shall be chairman of the meeting if he or she is present, willing and able to preside and take the chair, failing which the Members of the NMRG present shall choose one of their own number to be chairman of the meeting.
- 16.6 Unless otherwise determined by the Association in general meeting, the quorum for a meeting of the NMRG shall be 7 NMRG Members.
- 16.7 Subject always to these Rules, the NMRG may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the NMRG thinks fit. Questions arising at any meeting of the NMRG shall be decided by a majority of votes and:
 - 16.7.1 each NMRG Member other than the President and the President Elect shall have one vote on any resolution put to the NMRG;
 - 16.7.2 where both the President and President Elect are present at any meeting, the President shall have one vote on any resolution put to the NMRG and the President Elect shall not be entitled to any vote;
 - 16.7.3 where only one of the President or the President Elect are present at the meeting, the person present shall have one vote on any resolution put to that meeting of the NMRG.
- 16.8 In the case of an equality of votes on any resolution of the NMRG, the chairman of the meeting shall not have a second or casting vote.
- 16.9 The NMRG shall meet not less than three times in each calendar year.
- 16.10 On the request of the Directors or of not less than two-thirds of the NMRG, the Secretary shall summon a meeting of the NMRG by notice served upon all the Members of the NMRG.
- 16.11 Each NMRG Member shall inform any meeting of the NMRG at which he or she is present of any Relevant Interest of that NMRG Member which is relevant or pertinent, or of which the NMRG Members present at the meeting should reasonably be aware, in respect of any discussion, decision or vote of the Members of the NMRG at that meeting.
- 16.12 The chairman of a meeting of the NMRG may exclude any of the NMRG Member from the whole or any part of that meeting or from the whole or any part of the discussion of the NMRG at that meeting or from any vote of the NMRG at that meeting if the chairman considers that the NMRG Member has a Relevant Interest which might affect the impartiality of that Member at that meeting or in that discussion or in any vote at that meeting of the NMRG. The chairman of a meeting of the NMRG shall, if the chairman has a Relevant Interest which might reasonably be expected to affect the impartiality of the chairman at any part of that meeting or in any discussion of the NMRG at any part of that meeting or in any vote at that meeting, stand down as chairman of that part of the meeting at which that discussion takes place or that vote is held. The decision pursuant to this Rule 16.12 of the chairman of any meeting of the NMRG to exclude any NMRG Member from the whole or any part of the discussion of the NMRG at that meeting or from any vote of the NMRG at that meeting shall be final and conclusive.
- 16.13 The NMRG may invite or allow any person as it may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the NMRG.

- 16.14 The NMRG shall no less than 2 weeks prior to the Retirement Date, appoint one NMRG Member to act as Member Director.
- 16.15 The NMRG shall from time to time as required by the Articles:
- 16.15.1 re-elect a Member Director retiring by rotation under the Articles or appoint another Member Director in his or her place; or
 - 16.15.2 appoint a Member Director to fill a casual vacancy.
- 16.16 There shall be 12 Members elected to the NMRG from time to time, and no more than 2 Members elected from each Region.
- 16.17 NMRG Members shall be elected by Ballot held in each Region (each a **Regional Ballot**).
- 16.18 A Regional Ballot shall be made following such procedure, following such timetable during each Election Period and in such manner and way as the Directors shall from time to time determine.
- 16.19 Subject to the Articles, in determining the procedure, timetable, manner and way of any Regional Ballot the Directors shall have due regard to the security of the voting procedure on the Ballot.
- 16.20 On a Regional Ballot:
- 16.20.1 each Member (other than any Member who is disqualified from voting pursuant to Rule 15.5.2 above) shall be entitled to vote only in the Regional Ballot held in the Region in which that Member's Registered Address, as noted in the Directory of Members pursuant to Rule 3.11.3, is located;
 - 16.20.2 each Member (other than any Member who is disqualified from voting pursuant to Rule 15.5.2 above) shall have the same number of votes as the number of vacancies to be filled in the Regional Ballot (or, if lower, the same number of votes as the number of candidates standing for election in that Region).
- 16.21 Any candidate for election as an NMRG Member must:
- 16.21.1 be a Member;
 - 16.21.2 only stand for election in the Regional Ballot for the Region in which that Member's Registered Address, as noted in the Directory of Members pursuant to Rule 3.11.3, is located;
 - 16.21.3 have agreed to be proposed for election as a NMRG Member;
 - 16.21.4 be proposed for election as an NMRG Member for a Region by not less than six Members residing within that Region (other than any Member who is disqualified from voting pursuant to Rule 15.5.2 above).
- 16.22 If there are more candidates in any Regional Ballot than there are vacancies for NMRG Members in that Region, then the outcome of the Regional Ballot shall, subject always to Rule 16.23 below, be determined according to the number of votes in favour of each candidate, with the successful candidate being the candidate or candidates in whose favour the greatest number of votes is cast by Members in that Region.
- 16.23 No candidate for election as a NMRG Member shall be successful in the Regional Ballot unless in aggregate 10 or more Members (other than any Member who is disqualified from voting pursuant to Rule 15.5.2 above) in that Region vote in the Regional Ballot in favour of that candidate.
- 16.24 The Directors shall procure that each Regional Ballot in any calendar year is held within the relevant Election Period and is completed in sufficient time for the NMRG to nominate, from

amongst the newly constituted NMRG, the Member Director no less than 2 weeks prior to the Retirement Date for that year.

- 16.25 In respect of the NMRG Members elected pursuant to the Transitional Provisions:
- 16.25.1 the 6 NMRG Members who were elected to serve as an NMRG Member until the first Retirement Date following the Adoption Date shall automatically retire from office on the first Retirement Date which follows the Adoption Date but shall be eligible for re-election pursuant to Rule 16.27; and
 - 16.25.2 the 6 NMRG Members who were elected to serve as an NMRG Member until the second Retirement Date following the Adoption Date shall automatically retire from office on the second Retirement Date which follows the Adoption Date but shall be eligible for re-election pursuant to Rule 16.27.
- 16.26 Save for those NMRG Members elected pursuant to the Transitional Provisions and to which Rule 16.25 applies, each NMRG Member shall (subject to Rule 17) hold office until the second Retirement Date which follows the date on which he/she was elected or (as the case may be) was last re-elected.
- 16.27 An NMRG Member retiring by rotation pursuant to Rule 16.25 or 16.26 shall then be eligible for re-election under Rules 16.16 to 16.23 inclusive and if re-elected shall hold office until the second Retirement Date which follows after his or her re-election, but will then be ineligible for further re-election for a period equal to the period during which that NMRG Member served as an NMRG Member (**Ineligibility Period**).
- 16.28 For the avoidance of doubt, following expiry of the relevant Ineligibility Period, a former NMRG Member shall be eligible for election as an NMRG Member pursuant to Rules 16.16 to 16.23 inclusive.
- 16.29 An NMRG Member may resign from office by a notice in Writing to the Association marked for the attention of the Secretary (the resignation taking effect as from the time that the notice is delivered to the Registered Office or, if earlier, as from the time that the notice is delivered to a duly convened meeting of the Directors or with effect from such later time as may be specified in the notice).
- 16.30 The Directors may hold a Regional Ballot to fill any casual vacancy or casual vacancies in the number of NMRG Members, and any such Ballot shall be made following such procedure, following such timetable and in such manner and way as Directors shall from time to time determine. The provisions of Rules 16.17 to 16.23 (inclusive) above shall apply to any Regional Ballot to fill one or more casual vacancies in the number of NMRG Members as they apply to the annual Regional Ballots.

17 Removal of a Member of the NMRG

- 17.1 An NMRG Member may be removed from Membership of the NMRG by a resolution passed at a duly convened and held meeting of the NMRG if not less than two thirds in aggregate of those NMRG Members who are present at the meeting vote in favour of the resolution. Each NMRG Member (including the NMRG Member proposed to be removed as a Member of the NMRG) shall be entitled to attend and speak at the meeting of the NMRG at which the resolution is considered but not to vote.
- 17.2 No resolution to remove an NMRG Member from Membership of the NMRG shall be proposed unless notice of the resolution, signed by not less than 6 NMRG Members is deposited (marked for the attention of the Secretary) at the Registered Office. Any such notice may consist of several documents in the like form each signed by one or more NMRG Members.
- 17.3 Not less than 28 Clear Days' notice of the meeting of the NMRG at which the resolution to remove any NMRG Member from Membership of the NMRG is to be considered and that such resolution has been proposed and is to be considered at the meeting shall be given to each NMRG Member (including the NMRG Member who it is proposed to remove from Membership

of the NMRG), and the NMRG Member who it is proposed to remove as a Member of the NMRG shall be entitled to make representations to the meeting. Any such representations may be made to the NMRG in Writing not less than seven days before the date of the relevant meeting and/or in person and must be relevant to the discussion at, and to the decision of, the meeting of the NMRG. The decision of the chairman of the meeting as to whether or not any written or oral representations made by that NMRG Member are relevant shall be final and conclusive.

- 17.4 If the resolution to remove an NMRG Member is validly passed pursuant to Rules 17.1 to 17.3 inclusive above, that NMRG Member shall cease to be a Member of the NMRG upon the chairman of the meeting of the NMRG at which the resolution is passed declaring that that resolution has been validly passed.
- 17.5 An NMRG Member whose Membership has been terminated pursuant to Rule 14, or who has resigned as a Member, or who has not paid their Subscription Fees by the due date, shall be automatically removed as an NMRG Member.
- 17.6 An NMRG Member shall have a right of appeal against the decision pursuant to Rules 17.1 to 17.4 inclusive above to remove him or her as a Member of the NMRG, such appeal to be made to the Board of Appeal in accordance with its procedures from time to time.

18 Proceedings of the Directors

- 18.1 The Directors may invite or allow any person as they may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the Directors, including Committees.
- 18.2 Any one of the Chair or the President has, together with the Chief Executive, delegated powers to deal with urgent matters of the Directors between meetings of the Directors.
- 18.3 The Directors shall have power to nominate, either from amongst the Directors or, on the recommendation of the NMRG, from the Members, delegates to represent the Association on national or local bodies or kindred associations if and when the Directors consider that representation of the Association would be of benefit and interest to the Association and the Members.
- 18.4 The Chair and any other Director shall be entitled to an honorarium in accordance with the policy (and at such rate or scale) from time to time determined by the Directors for the payment of honoraria by the Association.

19 Overriding provisions as to NMRG Members, Directors and members of Committees

- 19.1 Any person who has been removed as an NMRG Member pursuant to these Rules, or any person who resigns as an NMRG Member following the convening of a meeting of the NMRG to consider a resolution that such person be removed as an NMRG Member, may not be:

- 19.1.1 an NMRG Member;
- 19.1.2 a Director;
- 19.1.3 a member of a Committee

prior to the tenth anniversary of the date with effect from which that person is so removed or so resigns, and if immediately prior to that person being so removed as an NMRG Member or if immediately prior to that person so resigning as an NMRG Member that person is a Director and/or a member of a Committee that person shall on being so removed as an NMRG Member or on so resigning as an NMRG Member cease to be a Director or member of a Committee (as the case may be).

19.2 Subject to Rule 19.1 above any person who has resigned as a Member of the NMRG may not be:

19.2.1 an NMRG Member;

19.2.2 a Director;

19.2.3 a member of a Committee

prior to the second anniversary of the date with effect from which that person resigned as an NMRG Member, and subject to Rule 19.1 above if immediately prior to that person resigning as an NMRG Member that person is a Director and/or member of a Committee that person shall on resigning as an NMRG Member cease to be a Director, or such a member of a Committee (as the case may be).

19.3 Any person who has been removed as a Director at a general meeting of the Association, any person who is removed as a Member Director by the NMRG or any person who resigns as a Director following the convening of a general meeting of the Association, or a meeting of the NMRG, to consider a resolution that such person be removed from office as a Director, may not be:

19.3.1 an NMRG Member;

19.3.2 a Director;

19.3.3 a member of a Committee

prior to the tenth anniversary of the date with effect from which that person is so removed or so resigns and if immediately prior to any person being so removed as a Director or if immediately prior to any person so resigning as a Director that person is a member of a Committee that person shall on being so removed as a Director or on so resigning as a Director cease to be such a member of a Committee.

19.4 Subject to Rule 19.3 above any person who has resigned as a Director may not be:

19.4.1 an NMRG Member;

19.4.2 a Director; or

19.4.3 a member of a Committee

prior to the second anniversary of the date with effect from which that person resigned as a Director, and subject to Rule 19.3 above if immediately prior to that person resigning as a Director that person is an NMRG Member and/or a member of a Committee that person shall on resigning as a Director cease to be an NMRG Member or member of a Committee (as the case may be).

20 Code of Conduct Committee

20.1 A Code of Conduct Committee shall consist of:

20.1.1 the Secretary or, if there is no Secretary in office, such other person as the President shall select;

20.1.2 the Head of Membership, or if there is no Head of Membership in position, such other employee of the Association as shall be selected by the Chief Executive.

20.2 The procedures by which the Code of Conduct Committee operates shall be approved by the Directors or a Committee.

21 Disciplinary Committee

- 21.1 A Disciplinary Committee shall consist of:
- 21.1.1 the President Elect;
 - 21.1.2 four NMRG Members.
- 21.2 The procedures by which the Disciplinary Committee operates, including those of any appeal, shall be approved by the Directors or a Committee.

22 Board of Appeal

- 22.1 The Board of Appeal shall consist of:
- 22.1.1 the President; and
 - 22.1.2 the chair and two members of the Membership, Standards and Ethics Committee.
- 22.2 The Secretary shall act as secretary of the Board of Appeal or, in the event of his or her position being compromised, shall ensure that a suitable appointment is made to act as secretary of the Board of Appeal.
- 22.3 The procedures by which the Board of Appeal operates shall be approved by the Directors or a Committee.

23 Other officers and employees

The Directors (or a Committee or anyone, including the Chief Executive, acting with the authority of the Directors) may appoint, dismiss and remove such employees and agents for permanent, temporary or special services as the Directors consider to be necessary for the proper conduct and administration of the day-to-day business and affairs of the Association

24 Committees of the Directors and delegation

- 24.1 The Directors may delegate any of the Directors' powers under these Rules to a committee or committees consisting of such persons (whether or not being Directors) as the Directors shall determine and may delegate the implementation of their decisions or day-to-day management of the affairs of the Association to any person or such committee.
- 24.2 The Directors shall prescribe the remit and function, composition and such terms of reference as the Directors consider appropriate for the management and organisation of each Committee and shall ensure that, insofar as possible, each Committee will be chaired by a Director who has skills and experience appropriate to the remit of that Committee.
- 24.3 The Directors shall, without prejudice to the generality of Rule 24.1, establish the following Committees:
- 24.3.1 Nominations Committee;
 - 24.3.2 Finance Committee;
 - 24.3.3 Education and Training Committee;
 - 24.3.4 Membership, Standards and Ethics Committee;
- in each case with such remit and subject to such terms of reference as the Directors consider appropriate for the management and organisation of that Committee.
- 24.4 A member of a Committee may resign as a member of that Committee, and the chairman of a Committee may resign as chairman of that Committee, in each case by a notice in Writing to the Association. Any notice of such resignation shall be marked for the attention of the

Secretary and shall take effect as from the time that the notice is delivered to the Registered Office or, (if earlier), as from the time that the notice is delivered to a duly convened meeting of the Directors or with effect from such later time as may be specified in the notice.

- 24.5 Each member of a Committee shall (subject to any rules and regulations prescribed by the Directors) have one vote on any resolution put to the Committee. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 24.6 A Committee may (unless the Directors shall otherwise determine) invite or allow any person as the Committee considers appropriate to attend and speak, but not to vote, at any meeting or meetings of the Committee.

25 Register of Interests

- 25.1 It shall be the obligation of each NMRG Member and the obligation of each Director to report to the Chief Executive and to the Secretary any Relevant Interest of that NMRG Member or of that Director so that the record of the Relevant Interests of that NMRG Member or, as the case may be, that Director in the Register of Interests is kept up to date.
- 25.2 In the interest of open governance and the avoidance of possible conflicts of interest the Association shall, when appointing new members of staff to the Association, ensure that no Director, or other person not employed by the Association, shall be eligible for appointment if that person has been involved in the development, setting and, or, determination of the job description, terms and conditions of employment and / or terms of reference of the person to be appointed.

26 Corporate Representatives

- 26.1 A corporation (whether or not a company within the meaning of the Act) which is a Member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative (or, as the case may be, representatives) at any meeting of the Association.
- 26.2 Any person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member.
- 26.3 The corporation shall for the purposes of these Rules be deemed to be present in person and at any such meeting if a person so authorised is present at it, and all references to attendance and voting in person shall be construed accordingly.
- 26.4 A Director, the Secretary or some person authorised for the purpose by the Secretary may require the representative to produce a certified copy of the resolution so authorising the representative or such other evidence of their authority reasonably satisfactory to them before permitting the representative to exercise their powers.

27 Accounts

- 27.1 The Directors shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Association and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:
- 27.1.1 all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place;
 - 27.1.2 all sales and purchases of goods and services by the Association; and
 - 27.1.3 the assets and liabilities of the Association.

- 27.2 The books of account shall be kept at the Registered Office or, subject to the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of any Director or Directors and the Reporting Accountant.
- 27.3 The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Association in general meeting an income and expenditure account, a balance sheet and report of the Directors. The Directors shall engage the Reporting Accountant to prepare a report on such account and balance sheet.
- 27.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of any report of the Reporting Accountant and a copy of the report of the Directors, shall, not less than 21 Clear Days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Association, provided that this Rule shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

28 Independent review of Accounts

Once at least in every calendar year the accounts of the Association shall be independently reviewed by a firm of properly qualified accountants (the **Reporting Accountant**).

29 Notices

- 29.1 Any notice may be served by the Association on any Member or any officer of the Association either personally or by sending it through the post in a prepaid letter, properly addressed to such Member at his or her Registered Address or to such officer at his or her registered address as appearing in the Association's list of officers (as the case may be).
- 29.2 The Association may also, subject to the Act and Rules 29.3 to 29.9 inclusive below, send all types of notices, documents or information to Members (or to any class or classes of Members or to the Members allocated to any Region or Regions) by electronic means and/or by making such notices, documents or information available on a website.
- 29.3 The Company Communications Provisions (within the meaning of section 1143 of the Act) have effect, subject to the provisions of Rules 29.4 to 29.9 inclusive below, in respect of all notices, documents or information to be sent or supplied by the Association to Members (or to any class or classes of Members or to the Members allocated to any Region or Regions) for the purposes of any provision of the Act, the Articles or otherwise.
- 29.4 Any notice, document or information which is sent or supplied by the Association in hard copy or electronic form and which is sent by prepaid post and properly addressed shall be deemed to have been received by the intended recipient 48 hours after posting, and in approving such receipt it shall be sufficient to show that such notice, document or information was properly addressed, prepaid and posted.
- 29.5 Any notice, document or information which is sent or supplied by the Association by electronic means shall be deemed to have been received by the intended recipient at the time of transmission, provided that if the time of transmission was after 17:00 (London time) on any Business Day or at any time on a day which is not a Business Day the notice, document or information shall be deemed to have been received at 09:00 (London time) on the next Business Day; and in proving such receipt it shall be sufficient to show that such notice, document or information was properly addressed.
- 29.6 Any notice, document or information which is sent or supplied by the Association by means of a website shall be deemed to have been received by the intended recipient when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 29.7 The provisions of Rules 29.4, 29.5 and 29.6 above have effect in place of the Company Communications Provisions relating to deemed delivery of notices, documents or information.
- 29.8 Subject to the requirements of the Act, such documents and notices as are specified by the Directors from time to time may be sent to the Association in electronic form to an address specified by the Directors for that purpose, and such documents and notices and any document or notice which the Directors specify may be sent to the Association in electronic form shall be sufficiently authenticated if the identity of the sender is confirmed in a way that the Directors have specified.
- 29.9 If a document in electronic form is also sent to the Association by hand or by post, the document must be sent to the Registered Office.

30 Insurance

Without prejudice to the provisions of Rule 31 below, the Directors shall have power to purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, NMRG Members or employees of the Association including (without

prejudice to the generality of the foregoing) insurance against any liability incurred by any such person in respect of any act or omission in the actual or purported execution and/or discharge of his or her duties and/or the exercise or purported exercise of his or her powers and/or otherwise in relation to his or her duties, powers or offices in relation to the Association, but excluding always any liability incurred by any such person as a result of any act or omission which such person knew to be a breach of trust or breach of duty or which was committed by such person in reckless disregard of whether it was a breach of trust or a breach of duty or not.

31 Indemnity

Every Director, NMRG Member, every member of any other committee of the Association and every employee of the Association from time to time shall be indemnified by the Association against any liability incurred as a result of being such a member or employee unless such liability was incurred through his or her own dishonesty or wilful wrong doing, and the Association shall pay out of the funds of the Association all costs, losses and expenses to which any such person may incur or to which any such person may become liable by reason of any contract entered into or act or deed done in the discharge of his or her duties unless the same happened through his or her own dishonesty or wilful wrongdoing.