



THE BRITISH FIRE SERVICES ASSOCIATION

MEMORANDUM AND ARTICLES OF ASSOCIATION

Including all alternations and re-numbering up to and including

20th Sept 2014

Headquarters:

Registered Office

34a Southgate, Sleaford, Lincs. NG34 7RY

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

THE BRITISH FIRE SERVICES ASSOCIATION

Including all alternations and re-numbering up to and including

20th Sept 2014

Association: Assn
Memorandum: Memo
Annual General Meeting: AGM
Extraordinary General Meetings: EGM

1. The name of the Association is the:

BRITISH FIRE SERVICES ASSOCIATION (BFSA).

2. The registered office will be situated in England.

3. The object for which the Assn is established is:

To encourage fire prevention, safety, and extinction by providing a central organisation for Fire Services to elevate the status and advancement of Fire Fighters and Fire Services for the benefit of the community at large.

In addition to the above the Assn may:

- a. Promote uniformity and standardisation of methods, systems and regulations appertaining to Fire Services and encourage the formation of Fire Services in establishments not currently protected.
- b. Provide opportunities for members to meet and discuss useful information and dissemination of such connected with the Fire Service.
- c. Co-operate with Government departments & other organisations connected with the Fire Service to promote advice for better protection against loss of life by fire and fire protection/safety in general
- d. Take all required steps through the Association's Members Welfare Fund to promote the welfare of qualifying members.
- e. For the above purpose, rent and furnish appropriate buildings which can be used by members as meeting rooms for the advancement of the Assn.

Provided that the Assn shall not support with its funds any object which would make it a Trade Union.

4. The income and property of the Assn however derived shall be applied solely towards the promotion of the Assn as set forth in the Memorandum of Association and no portion of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members.

Provided that nothing in this place shall prevent the payment of reasonable remuneration to any officer or servant of the Assn, or member in return for service rendered nor prevent the payment of interest at a rate not exceeding 4 per cent per annum on money lent, or reasonable rent for premises demised or let by any member but that no member of the Governing Council shall be appointed to any salaried office of the Assn, or any office of the Assn paid by fees, and that no remuneration or other benefit in money be given to any member of such Council or Governing Body except out-of-pocket expenses and interest at the rate mentioned previously on money lent or reasonable and proper rent for premises demised or let provided that the provision last mentioned shall not apply to any payment to any utility company of which a member of the Council may be a member.

5. The liability of the members is limited.

6. Every member undertakes to contribute to the Assets of the Assn. In the event of same being wound up during the time that he/she is a member, or within 1 year afterwards, the debts and liability of the Assn contracted before the time at which he/she ceases to be a member, and of the costs of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or the dissolution of the Assn there remains after the satisfaction of all its debts and liabilities any property, 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/s having objects similar to the objects of the Assn which shall prohibit the distribution of its income amongst their members to an extent as least as great as is imposed on the Assn under or by virtue of Clause 4 hereof. Such institution to be determined by the members at the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. Accurate accounts shall be kept re the sums of money received and expended by the Assn and shall be open for inspection by members. At least once in every year the accounts shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditors.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE

BRITISH FIRE SERVICES ASSOCIATION

1. For the purpose of registration the number of members of the Assn was declared to be unlimited.
2. The provision of the Companies Act 2006 shall be complied with.
3. Every person before becoming a member shall submit an application form to the General Secretary and applicants will be notified of their election.
4. The Assn shall consist of members and honorary life members.
5. There shall also be Associates approved by the Council of the Assn and Honorary Members elected by the Council, but such persons shall not be members of the Assn.

Membership

6. The following shall be eligible for membership of the Assn:
 - a. Members of public Fire and Rescue Services.
 - b. Members of Private, Occupational or Industrial Fire Services.
 - c. Members of Mine Rescue Services which are regularly trained in fire drills.
 - d. Members of any properly constituted Fire Service not included in the above categories.
 - e. Members of any organisation as approved by the Assn, who have a responsibility for providing fire, security, safety or emergency services.

The above members must be equipped in accordance with standards approved by the Assn.

f. Persons who have retired after having served not less than five years active Fire Service as mentioned in paragraphs **a-e** above, or any person who has been discharged through incapacity arising from his/her duty as a member of the Fire Service.

g. Anyone holding an unpaid office of the Association or district.

h. Allegations against any member of bringing the Association into disrepute and or serious misconduct shall be heard by a tribunal of vice chairman and 3 members of the Governing Council of the Association.

The tribunal will be called after the said member has been formally notified with a minimum of 21 days notice with the allegations set out therein where the tribunal shall have the right to expel or formally caution.

On appeal the case shall be heard by the Chairman and two different G C Members from the original members who awarded the punishment or expulsion.

i. All members will be permitted to use our logo on their personal & business documentation and MBFSA as a post nominal.

9. The following shall be eligible as Associate Members:

- a. Any company or person interested in the manufacture or maintenance of fire appliances and equipment.
- b. Any Local Authority, not being a Fire Authority, or individual interested in the Fire Service.

Termination of Membership

10. Membership may be terminated at any time by notice to the General Secretary.

11. The Council may remove the name of any person from membership, or from their position as an associate or honorary member, if in the opinion of the Governing Council is guilty of any unbecoming act, provided that in the first instance they be given a proper opportunity of being heard at a meeting of the Council at which their removal will be considered.

Subscriptions

12. Subject to the provisions of Article No 15, Annual Subscriptions payable by members and associated shall be at rates fixed by the Council, and confirmed at a General Meeting.

13. The annual membership subscription shall become due on initial election and thereafter on the 1st January.

14. An associate may on application to the General Secretary be attached to a district in which they reside. In the case of a Company or Group this will be to the district in which the Company's establishment is situated.

15. Any member or associate who fails to pay their subscription before the 1st March shall have their name removed from the members register. However membership can be reinstated upon payment of the subscription currently in place.

Voting Powers at General Meeting.

16.

a. No member shall be entitled to vote at any General Meeting unless annual subscriptions have been fully paid up and providing they are up to date with their payments all members are entitled to 1 vote

b. No associate or honorary member shall be entitled to any voting rights.

17. The votes at General Meetings shall, in the first place, be taken by a show of hands, and the Chairman shall declare the result. Every resolution at any such meeting shall be determined by a majority of the votes of members present, the Chairman of the meeting being entitled to vote as an individual member, and also having a casting vote if there be an equality of votes. All votes shall be given personally and proxies shall not be permitted.

Meetings of the Assn

The Companies Act as amended in November 2006 deems that small companies are no longer required to hold AGMs therefore such meetings as described in item 21 will no longer take place on a regular basis. However meetings will take place as and when deemed necessary by the Governing Council.

18. A General Meeting shall be held as and when necessary, at a time and place to be appointed by the Council for the purpose of electing a President, Vice-President, Treasurer, Auditors, and other officials as may be deemed necessary. To confirm the appointments of district representatives & to carry on the work of the Assn, receive annual reports of the Council and Auditors for the income and expenditure account and balance sheet for the previous year. Complete any other business, which has been specified in the convening notice. The General Meeting shall be called the AGM; and all other General Meetings shall be called EGMs. All business transacted at an EGM and all business transacted at an AGM, except the business above specified, shall be deemed special business.

19. The President or any six members of the Council or members representing one-tenth of the total voting right of all the members having the right to vote at General Meetings may, by requisition in writing to the General Secretary, require an EGM of the Assn to be held on a day not less than 21 days from the date of the receipt by the General Secretary of such request, and in such case the General Secretary shall issue notice of a meeting, specifying a convenient time, and reason for the meeting EGMs shall also be convened on this basis however in default may be convened as provided by Sections within the Companies Act, 2006.

20. 21 days notice in writing of every AGM and every meeting convened to pass a Special Resolution and at least 14 days notice in writing of every other General Meeting specifying the place, day and time and in the case of special business the general nature of the business shall be given and mentioned to such persons (including the auditors) as required under the Companies Act, 2006.

a. A notice may be given to any member either in person, post or electronic form provided; members who have UK addresses shall be entitled to receive notices.

Provided that a notice to any member of a Group representative or to the officer in charge of a Private Fire Service shall be deemed to be sufficient notice to every member of the Assn belonging to such group where a notice is sent by post or electronic form, service of the notice shall be deemed to have been effected.

21. "At every General Meeting of the Assn the President, Chairman or Vice Chairman of the Council or the Senior Executive Vice President shall, in that order, take the Chair".

a. No business shall be transacted at any General Meeting of the Assn unless a quorum consisting of 10 members who are eligible to vote are present when the meeting commences. If within half-an-hour or the meeting a quorum is not present, the meeting if convened shall then be dissolved. In any other case it shall stand adjourned to such date, time and place as the members shall agree, in any case not later than 21 days hence, and if at the adjourned meeting a quorum is not present within half-an-hour the members present shall be a quorum.

b. The Chairman may with the consent of the meeting at which a quorum is present, adjourn the meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. If adjourned for 28 days the adjourned meeting shall be given as in the case of an original meeting. As previously stated no notice need be given of an adjournment or of the business to be transacted at the adjourned meeting.

The Governing Council

22. The affairs of the Assn shall be managed by a Governing Council. No person shall be eligible as a member of the Council unless they are a member of the Assn.

23. The Council shall, be entitled to exercise all powers contained in the Memo of Assn except in relation to such matters as a result of this or under the provisions of the Companies Act, 2006, required to be exercised at a General Meeting and subject to all decisions of the Assn in General Meeting.

The Council may prescribe rules for the efficient administration of the Assn, provided that such rules are not repugnant or contrary to the memo or articles of Assn and do not amount to or involve any addition to or alteration of such articles which could only lawfully be made by special resolution.

24. The Council of the Assn shall consist of:-

a. Representatives appointed by each district.

b. The President, Vice Presidents, MWF Rep. & Trustee of the MWF Management Committee shall be nominated by the Council of the Assn and elected at each AGM and are members of the Assn in accordance with **Article 6**.

25. The number of representatives to be appointed by each district shall not exceed 2.

26. One third of the district reps shall retire from office every year, but shall be eligible for re-election. The members to retire shall be members longest in office since the last election. Where members have been in office for any equal length of time the members to retire shall in the absence of agreement be determined by random lot.
27. The Council shall have the power at any time to appoint any member of the Assn to fill a casual vacancy, or as an addition to the existing members, but the total number shall not exceed the number fixed in accordance with these Articles. Any member so appointed shall hold office only until the following AGM and shall then be eligible for re-election, but shall not be taken into account in determining the members who are to retire by rotation at such Annual Meeting.
28. The Council shall have power to make nominations for election at each AGM to the Honorary Office of Vice President of the Assn; such nominees shall be members of the Assn in accordance with Article 6.
29. The retiring Chairman of the Governing Council shall be nominated for election at an AGM to Executive Vice President for a period not normally exceeding 3 years.
- a. A permanent Executive Sub Committee of the Council shall consist of the President, Chairman and Vice Chairman of the Governing Council and the 3 immediate past Chairmen of the Council, who shall deal with any business as the Council determine.
- b. The Executive Sub Committee will recommend to the Council a nominee for election at the AGM to Vice Chairman of the Council, together with recommendations for election at the AGM to the Honorary **Offices** of Vice Presidents of the Assn.
30. The Assn in General Meeting may, by resolution of which special notice has been given in accordance with Sections within the Companies Act, 2006, remove from Office any member of the Council before the completion of their period of office notwithstanding anything in these articles or any agreement between the Assn and such member.
31. The Council shall elect, from their members, a Chairman and Vice Chairman of their meetings and determine the period for which they hold office. If at any meeting, neither the Chairman nor Vice Chairman is present within 5 minutes, the members present shall choose one of their members to be Chairman of the meeting.
- a. The Council may convene such meetings for the dispatch of business, adjourn and otherwise regulate as they think fit, but not less than **2** meetings shall be held in each year?
- b. All questions at meetings of the Council shall be decided by a majority of the votes of members present, and in the case of an equal division of votes, the Chairman shall have a casting vote in addition to his/her vote as a member.
32. The quorum necessary for the transaction of the business of the Council shall be one-quarter of the number of members appointed to the Council and for any committee shall be one-quarter of the strength of such committee.
33. Except in cases of special emergency, at least 7 days notice of every meeting of the Council shall be given to Council members, and the posting by the Secretary of every notice shall be considered as sufficient, whether received or not. A member who is absent abroad shall not be entitled to any notice.
34. The Council is empowered to establish, rescind and alter, standing orders for the conduct of its meetings, provided that the same are not offensive or inconsistent with any of the provisions of these articles.
35. The President, Chairman or any 3 members of the Council shall be empowered to request a meeting, and the General Secretary shall call such meeting not more than one month from the date of the request.

36. The office of a member of the Council shall be vacated if:-

- A. The Member becomes bankrupt or makes any arrangement or composition with their creditors;
- B. The Member becomes prohibited by reason of any other made under Sections within the Companies Act, 2006;
- C. The Member becomes of unsound mind;
- D. The Member resigns their office by notice in writing to the Assn;
- E. The Member ceases to be a member of the Council by virtue of the Companies Act, 2006;
- F. The Member shall cease for any cause to be a member of the Assn.

The provisions in article 31 respecting nominations shall also apply to districts.

Districts

37. "Districts of the Assn shall be formed and appointed by Warrant of the Council and the limits of such districts shall be settled as occasions require. Appointed districts may form branches which will have their own officers, committee and the right to nominate at least 2 representatives for election who will comply with the memo and articles of Assn and any rules within the articles shall apply in principle to branches of districts".

38. The Council shall have power to cancel the warrant when districts are considered as non-existent. Without prejudice to the liability of the Assn for any debt, act, or any act done by, or default of any district of the Assn. Each district shall be responsible for its own debts and any such debt, act or default shall indemnify the Assn against the same accordingly. Any assets under the management of a district are the property of the Assn.

39. Each district of the Assn shall appoint a committee as approved by the Governing Council

40. The Committee of each District shall hold no less than 1 meeting in the year.

41. The President, Vice Presidents Chairman, Vice Chairman the General Secretary shall be ex-officio members of all district committees, without power to vote.

42. Each district shall elect a President and 1 or more Vice Presidents from members of the Assn, and a Chairman, 1 or more Vice Chairmen (the two latter shall be serving or non-serving members at the time of their appointment), Secretary, Treasurer and other Officers as they deem necessary, but all such officers must be or become members of the Assn. The Honorary Treasurer and the Honorary Secretary of a district shall each have a vote on all matters coming before the district committee or district meeting. The Chairman of every meeting connected with the Assn shall when there is an equality of votes have a second or casting vote.

43. District meetings (AS amended 20th September 2014)

In line with current legislation, The Companies Act as amended in November 2006 deems that small companies are no longer required to hold AGMs, therefore such meetings will no longer take place on a regular basis. However meetings will take place as and when deemed necessary by the District Officers

District meetings can be brought in line with Central Office meetings which currently are held bi-annually with no fixed date specified but to be arranged by local agreement. It is recommended that District minutes and accounts should be forwarded to headquarters within 90 days of any said meeting .

If an unexpected situation arises within the intervening two year period then an Emergency meeting would be called by District Officers to address any specific situations.

It is recommended that Districts hold at least two (2) ordinary meetings per year.

44. Each district shall elect triennially not more than 2 representatives from its members to serve for 3 years as members of the Council. Provided 2 representatives are elected to the Council 1 shall be a member of a Public Fire Service and the other shall be a member of an Industrial/Occupational or Private Fire Service.

45. Provided that the total membership of either the Public Fire Service members or the Industrial/Occupational Fire Service members shall be not less than 10% or 150 members whichever is the less of the total membership of the district respectively then only 1 representative shall be elected, and in the event of only 1 representative being elected he shall be a member of the service (either Industrial/Occupational, Private or Public) having more than the requisite 10% or 150 members whichever is the less of the total membership.

46. It shall be the duty of a district to submit to the Council before the 10th January a return of its appointed district officials for the ensuing year, with a copy of its report and balance sheet for the preceding financial year (audited by qualified accountants) and approved by the members of the district at its annual meeting. Each district shall terminate its financial year on the 30th September.

47. Each district secretary shall keep a record of all meetings held by the district and each district treasurer shall keep an account of all cash received and expended. Accounts shall be open to inspection at any reasonable time by the Chairman, Vice Chairman or Assn General Secretary, or any member of the district committee.

48. A notice of each district meeting shall be sent to the Assn General Secretary at least 7 days prior to the date of the meeting. A copy of the minutes of each district meeting shall be sent to the Assn General Secretary within 28 days from the date of such meeting.

49. Each district will adopt the standing orders of the Council, provided that the date of adoption is entered in the district minute book.

Accounts

50. The Council shall keep proper books in accordance with the requirements of the Companies Act, 2006 with respect to:-

- a. All sums of money received and expended by the Assn and the matters in respect of which the receipt and expenditure take place.
- b. The assets and liabilities of the Assn.
- c. All sales and purchases of goods by the Assn.

The accounts shall be kept at the Assn. registered office or, subject to the Companies Act, 2006, at a place the Council thinks fit. The books of the Assn shall be open for inspection by member's at all reasonable times.

51. The accounts shall be closed every year on the 31st December.

52. The Council shall in accordance with the Companies Act, 2006, cause to be prepared and laid down before the Assn in General Meeting, income and expenditure accounts, balance sheets and reports as referred to in those appropriate sections.

A copy of all balance sheets (including documents required by law to be annexed thereto) which is to be laid before the Assn in General Meeting together with a copy of the Auditor's Report shall, not less than 21 days before the meeting, be sent to all persons entitled to receive notices of General Meetings. Accounts will be available to view on BFSAs web site.

Audit

53. **A Special Resolution.** 14th October 2006 That the Articles of Association of the Company is amended in the following manner: By deleting the old Article 59 and adopting a new Article 59 namely: The annual accounts of the Association will be audited if required under legislation at the time.

Finance

54. All monies not immediately applicable for any payment to be made by the Assn, shall be invested on securities as authorised by law, and from time to time reserve or set apart monies of the Assn, to be applied in providing against losses to meet claims or other liabilities, or to be used as a sinking fund to pay off encumbrances or any other purposes of the Assn.

55. Subject to the provisions within the Companies Act, 2006, no member of the Council shall be liable for any other member of the Council, or for joining in any receipt or other act for conformity, or any loss or expense happening to the Assn or to any person arising out of acts or proceedings of the Assn.

Presidents & Vice Presidents

56. A President and Vice Presidents up to a maximum as the Council decide, the latter from the members of the Assn, shall be elected at each AGM, and retire after the signing of the minutes at the next AGM held in pursuance of Article 21, shall be eligible for re-election. Nominations for the respective offices (except those of the retiring President or Vice Presidents), shall be sent to the General Secretary at least 28 days before an ordinary General Meeting, and such nomination/s shall appear on the agenda for such meeting.

General Secretary

57. The Council shall appoint a General Secretary or Honorary Secretary who will be under the control of the Council to carry out duties as required. They will be subject to terms terminating their office as agreed upon their appointment. The Council may appoint an Assistant or Deputy Secretary and staff as they deem necessary. They may also make payments to such persons as deemed expedient subject to provisions within the Companies Act, 2006.

Company Seal

58. The Seal of the Assn shall not be affixed to any document except by authority of the Council. Council members or Secretary shall sign every document to which the Seal is affixed.

Medals, Decorations etc

59. The Council shall have the power to award Medals and Decorations for the following: - Acts of Bravery, Distinguished Service, and Long Service, as well as to make rules relating to the granting and wearing of medals, and amend when deemed necessary. No district shall have the authority to issue medals or decorations. Nominations for National awards may be submitted for consideration by the Governing Council.

Winding Up

60. The provisions of clause 8 of the memo of Assn relating to the winding up and dissolution of the Assn shall have effect as if the same were repeated in these articles.

The British Fire Services Association is a company limited by guarantee.
Registered in England & Wales. Registered Office, 34a Southgate, Sleaford, Lincs. NG34 7RY
Company Registration No 121413